

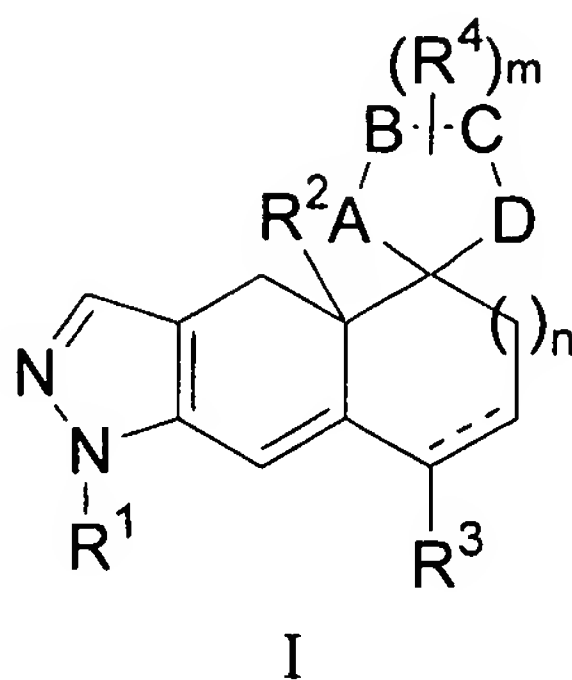
**Amendments to the Claims:**

This listing of claims replaces all prior versions and listings of claims in the application.

**Listing of Claims:**

1 to 7. (Canceled)

8. (Currently Amended) A pharmaceutical composition comprising a compound of Formula I



Wherein

m is 0, 1, 2 or 3;

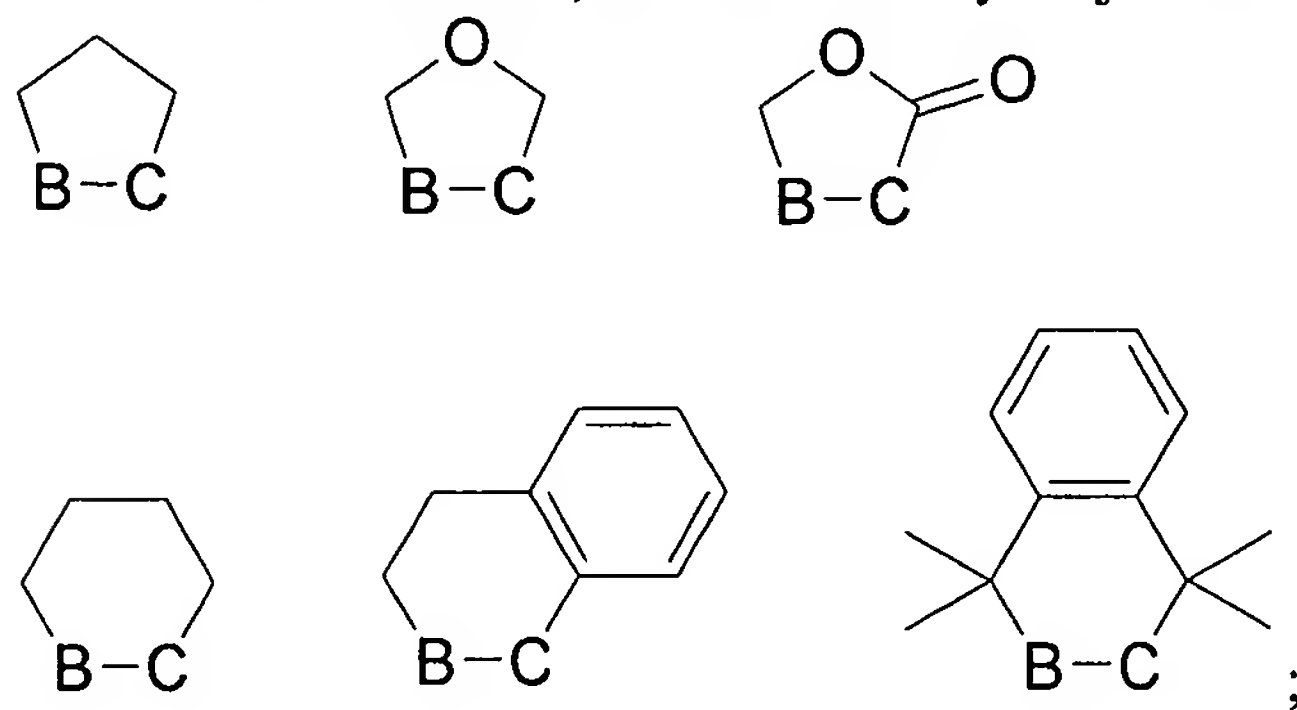
n is 0 or 1;

–A–B–C–D– is selected from the group consisting of:

- (1) –CH<sub>2</sub>–CH<sub>2</sub>–CH<sub>2</sub>–O–,
- (2) –CH<sub>2</sub>–CH<sub>2</sub>–C(O)–O–,
- (3) –CH=CH–C(O)–O–,
- (4) –O–CH<sub>2</sub>–CH<sub>2</sub>–CH<sub>2</sub>–,
- (5) –O–C(O)–CH<sub>2</sub>–CH<sub>2</sub>–,
- (6) –HC=CH–CH<sub>2</sub>–O–,
- (7) –CH<sub>2</sub>–HC=CH–O–,
- (8) –CH<sub>2</sub>–CH<sub>2</sub>–C(O)–NH–,
- (9) –CH<sub>2</sub>–NH–CH<sub>2</sub>–CH<sub>2</sub>–,
- (10) –CH<sub>2</sub>–NH–C(O)–O–,
- (11) –NH–C(O)–NH–C(O)–,

- (12)  $-\text{C}(\text{O})-\text{NH}-\text{C}(\text{O})-\text{NH}-$ ,
- (13)  $-\text{NH}-\text{C}(\text{O})-\text{NH}-\text{CH}_2-$ ,
- (14)  $-\text{NH}-\text{C}(\text{O})-\text{NH}-\text{C}(=\text{S})-$ ,
- (15)  $-\text{O}-\text{CH}_2-\text{CH}_2-\text{O}-$  and
- (16)  $-\text{S}-\text{CH}_2-\text{CH}_2-\text{S}-$ ;

provided that when the atoms at positions B and C of  $-\text{A}-\text{B}-\text{C}-\text{D}-$  are both carbon atoms, said atoms may be joined together to form a ring selected from



$\text{R}^1$  is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b)  $\text{OCH}_3$ ,
- (c)  $\text{CH}_3$ , and
- (d)  $\text{CN}$ ;

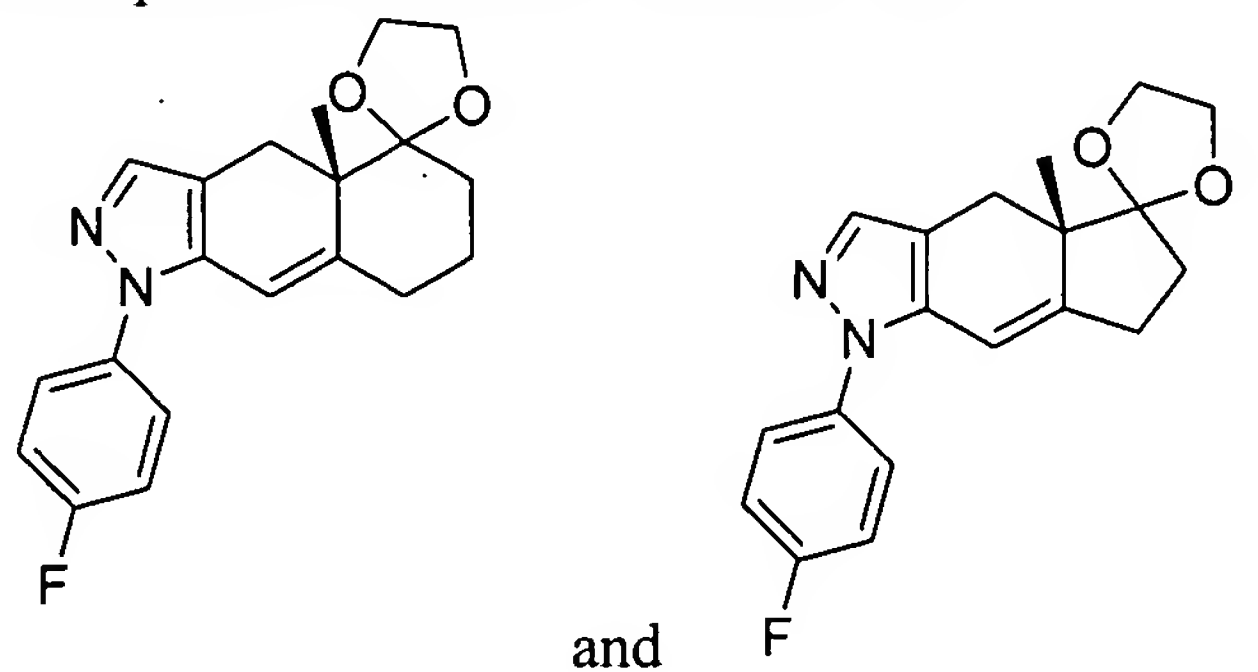
$\text{R}^2$  and  $\text{R}^3$  are each individually hydrogen or methyl; and

each  $\text{R}^4$  is independently selected from the group consisting of

- (1)  $-\text{OH}$ ,
- (2)  $-\text{C}_{1-6}\text{alkyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo,  $-\text{COOH}$ , amino, methylamino, di-methylamino,  $=\text{S}$ , and halo,
- (3)  $\text{C}_{2-6}\text{alkenyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and  $-\text{C}(\text{O})-\text{O}-\text{C}_{1-2}\text{alkyl}$ ,
- (4)  $\text{C}_{2-6}\text{alkynyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

- (5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C<sub>1</sub>-2alkyl, -COOH, -C(O)-O-CH<sub>3</sub> and halo,
- (6) -C<sub>1</sub>-2alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1</sub>-2alkyl and halo,
- (7) -CO<sub>2</sub>H,
- (8) -CO<sub>2</sub>C<sub>1</sub>-3alkyl,
- (9) -OC<sub>1</sub>-3alkyl,
- (10) -SO<sub>2</sub>-C<sub>1</sub>-3alkyl,
- (11) -SO<sub>2</sub>-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1</sub>-2 alkyl and halo
- (12) -C<sub>1</sub>-2alkyl-O-C<sub>1</sub>-2alkyl,
- (13) -C<sub>1</sub>-2alkyl-O-C<sub>2</sub>-4alkenyl,
- (14) -C<sub>1</sub>-2alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1</sub>-2alkyl and halo,
- (15) -C<sub>1</sub>-2alkyl-C(O)O-C<sub>1</sub>-2alkyl,
- (16) 2-(1,3-dioxan)ethyl,
- (17) -C<sub>1</sub>-2alkyl-C(O)-NH-phenyl and
- (18) -C<sub>1</sub>-2alkyl-C(O)-NHN;

in combination with a pharmaceutically acceptable carrier,  
with the proviso that the compound of Formula I is other than



9. (Previously Presented) The pharmaceutical composition according to claim 8 wherein
- Each R<sup>4</sup> is independently selected from the group consisting of
- (1) -OH,

(2) -C<sub>1-6</sub>alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C<sub>2-6</sub>alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C<sub>1-2</sub>alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C<sub>1-2</sub>alkyl, -COOH, -C(O)-O-CH<sub>3</sub> and halo,

(5) -C<sub>1-2</sub>alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,

(6) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl, and

(7) -C<sub>1-2</sub>alkyl-OC<sub>1-2</sub>alkyl.

10. (Previously Presented) The pharmaceutical composition according to claim 9 wherein

-A-B-C-D- is selected from the group consisting of:

(1) -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-O-,

(2) -CH=CH-CH<sub>2</sub>-O-,

(3) -CH<sub>2</sub>-CH=CH-O-,

(4) -O-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-,

(5) -O-CH<sub>2</sub>-CH<sub>2</sub>-O-,

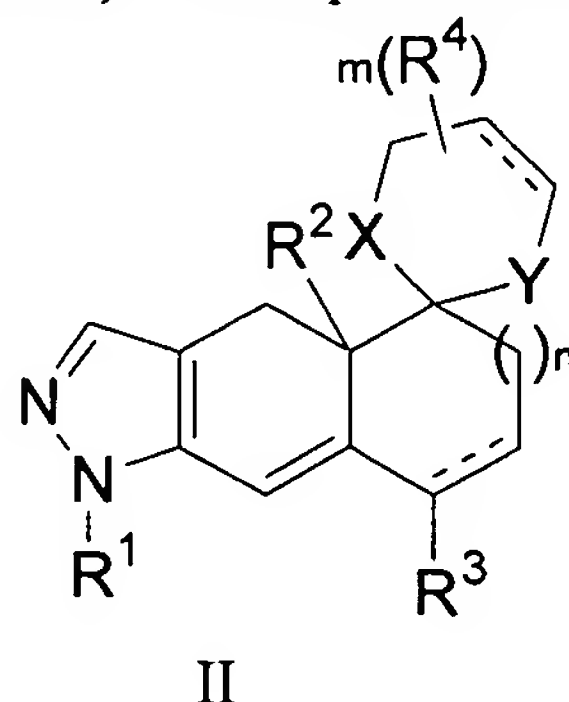
(6) -S-CH<sub>2</sub>-CH<sub>2</sub>-S-,

(7) -CH<sub>2</sub>-NH-CH<sub>2</sub>-CH<sub>2</sub>-, and

(8) -CH<sub>2</sub>-NH-C(O)-O-;

R<sup>1</sup> is phenyl optionally mono or di- substituted with halo.

11. (Previously Presented) A compound of Formula II



Wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH<sub>2</sub>, S and O;

R<sup>1</sup> is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH<sub>3</sub>,
- (c) CH<sub>3</sub>, and
- (d) CN;

R<sup>2</sup> and R<sup>3</sup> are each individually hydrogen or methyl; and

each R<sup>4</sup> is independently selected from the group consisting of

- (1) -OH,
- (2) -C<sub>1-6</sub>alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,
- (3) C<sub>2-6</sub>alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C<sub>1-2</sub>alkyl,
- (4) C<sub>2-6</sub>alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,
- (5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C<sub>1-2</sub>alkyl, -COOH, -C(O)-O-CH<sub>3</sub> and halo,
- (6) -C<sub>1-2</sub>alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,
- (7) -CO<sub>2</sub>H,
- (8) -CO<sub>2</sub>C<sub>1-3</sub>alkyl,
- (9) -OC<sub>1-3</sub>alkyl,
- (10) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (11) -SO<sub>2</sub>-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub> alkyl and halo
- (12) -C<sub>1-2</sub>alkyl-O-C<sub>1-2</sub>alkyl,
- (13) -C<sub>1-2</sub>alkyl-O-C<sub>2-4</sub>alkenyl,
- (14) -C<sub>1-2</sub>alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,

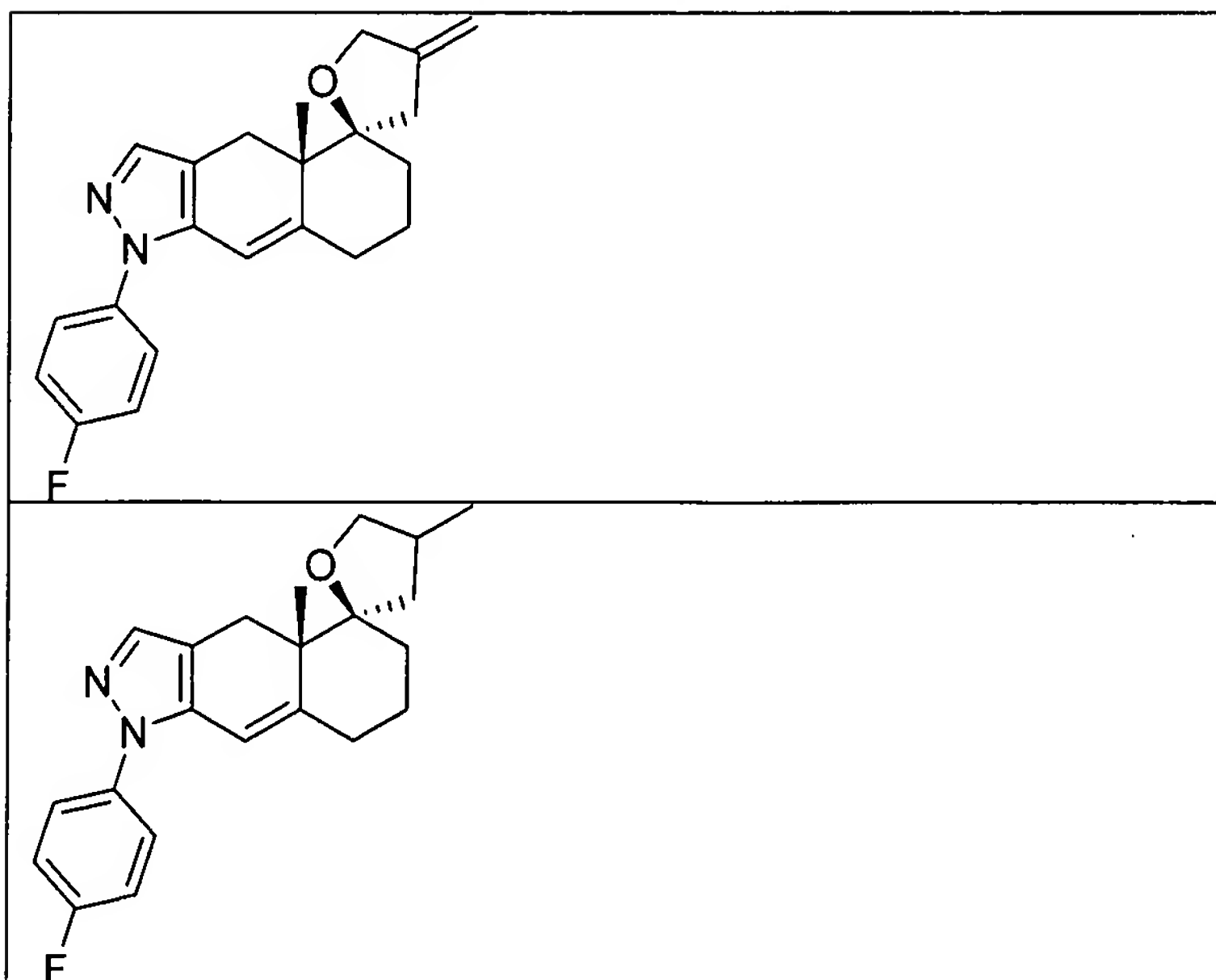
- (15) -C<sub>1</sub>-2alkyl-C(O)O-C<sub>1</sub>-2alkyl,
- (16) 2-(1,3-dioxan)ethyl,
- (17) -C<sub>1</sub>-2alkyl-C(O)-NH-phenyl and
- (18) -C<sub>1</sub>-2alkyl-C(O)-NHN.

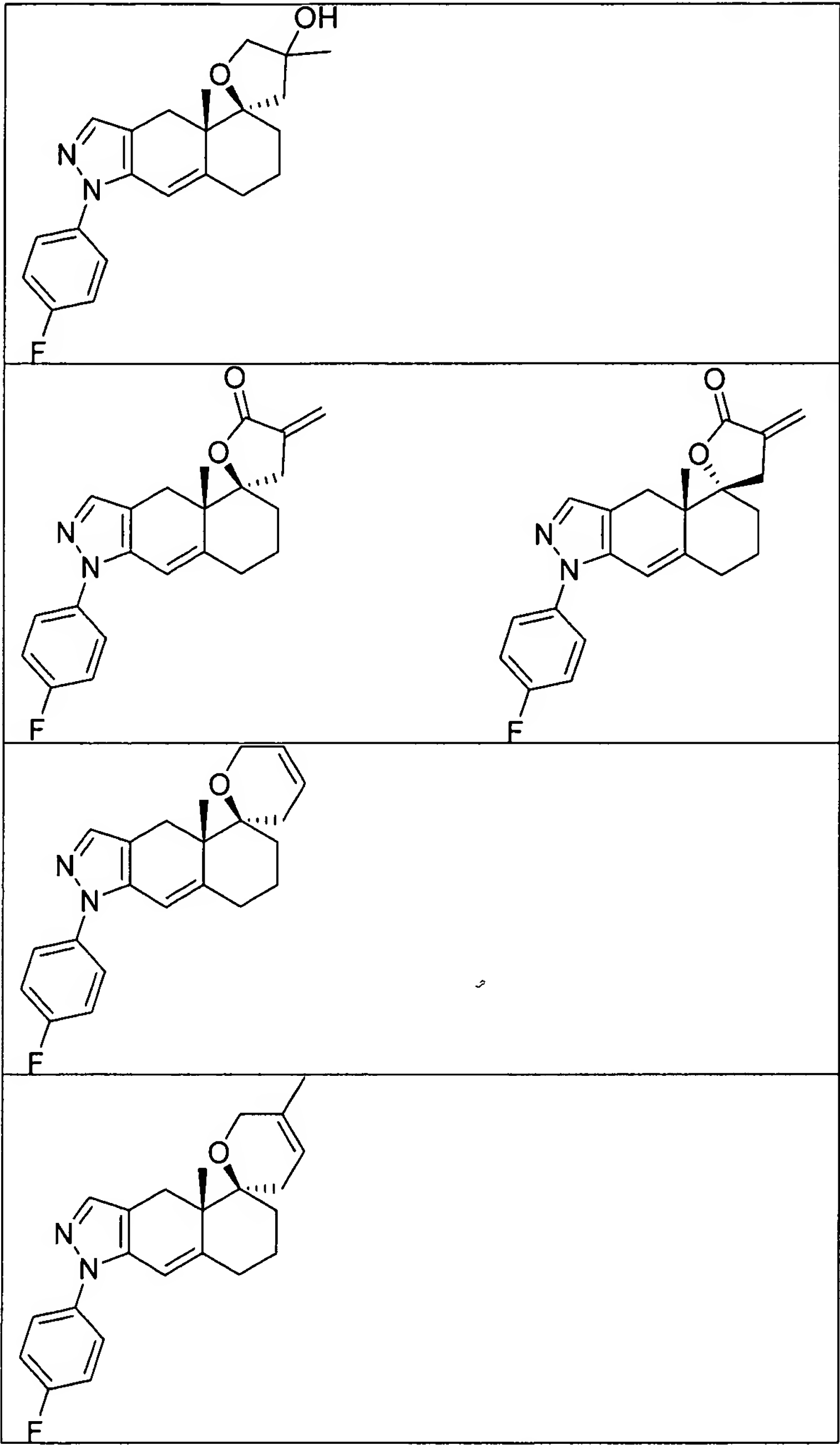
12. (Previously Presented) A compound according to claim 11 wherein each R<sup>4</sup> is independently selected from the group consisting of -C<sub>1</sub>-6alkyl or hydrogen.

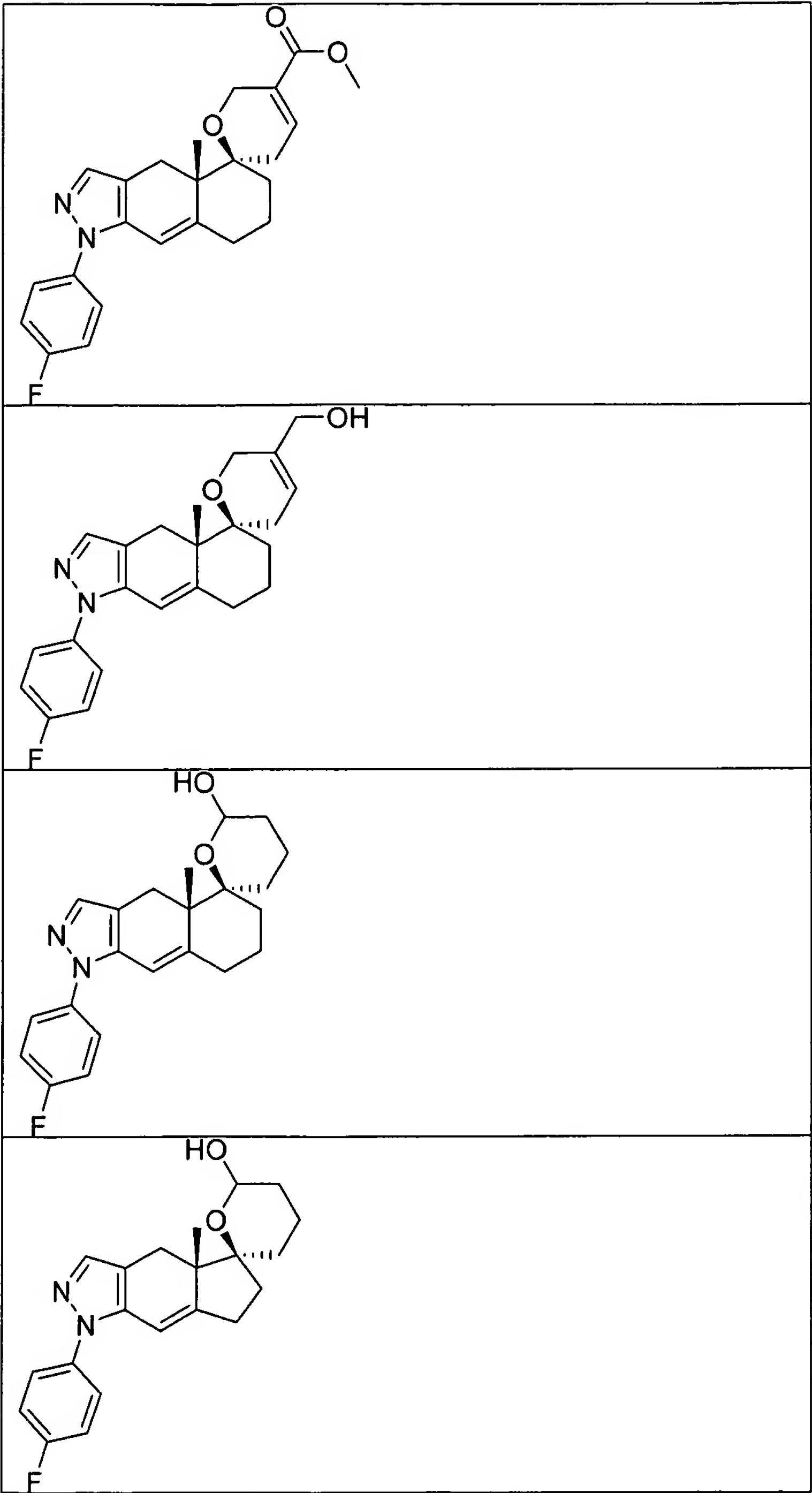
13. (Previously Presented) A compound according to claim 11 wherein X and Y are both O or are both S or X is O and Y is CH<sub>2</sub>; and R<sup>1</sup> is phenyl optionally mono or di- substituted with halo.

14. (Previously Presented) A compound selected from one of the following groups:

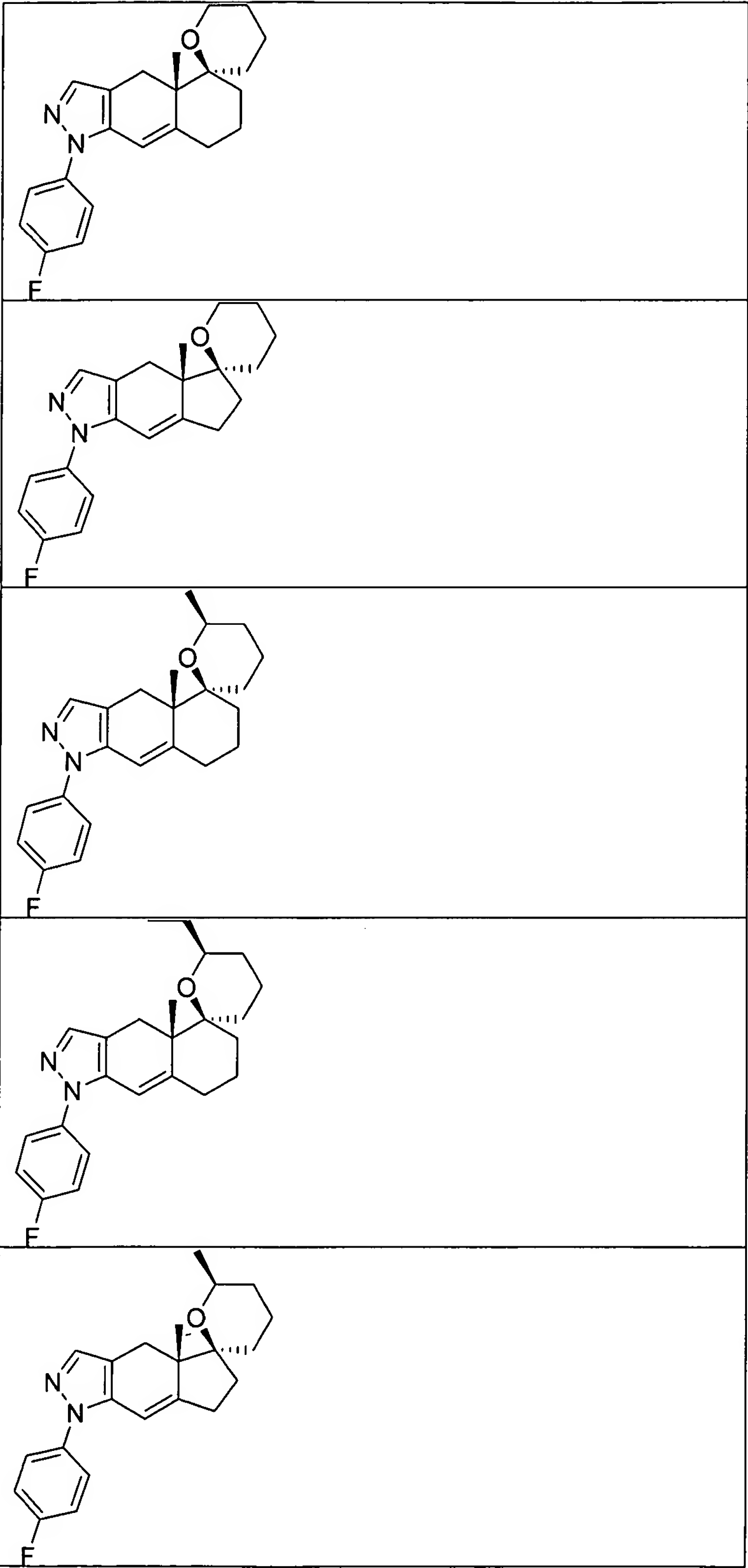
i)

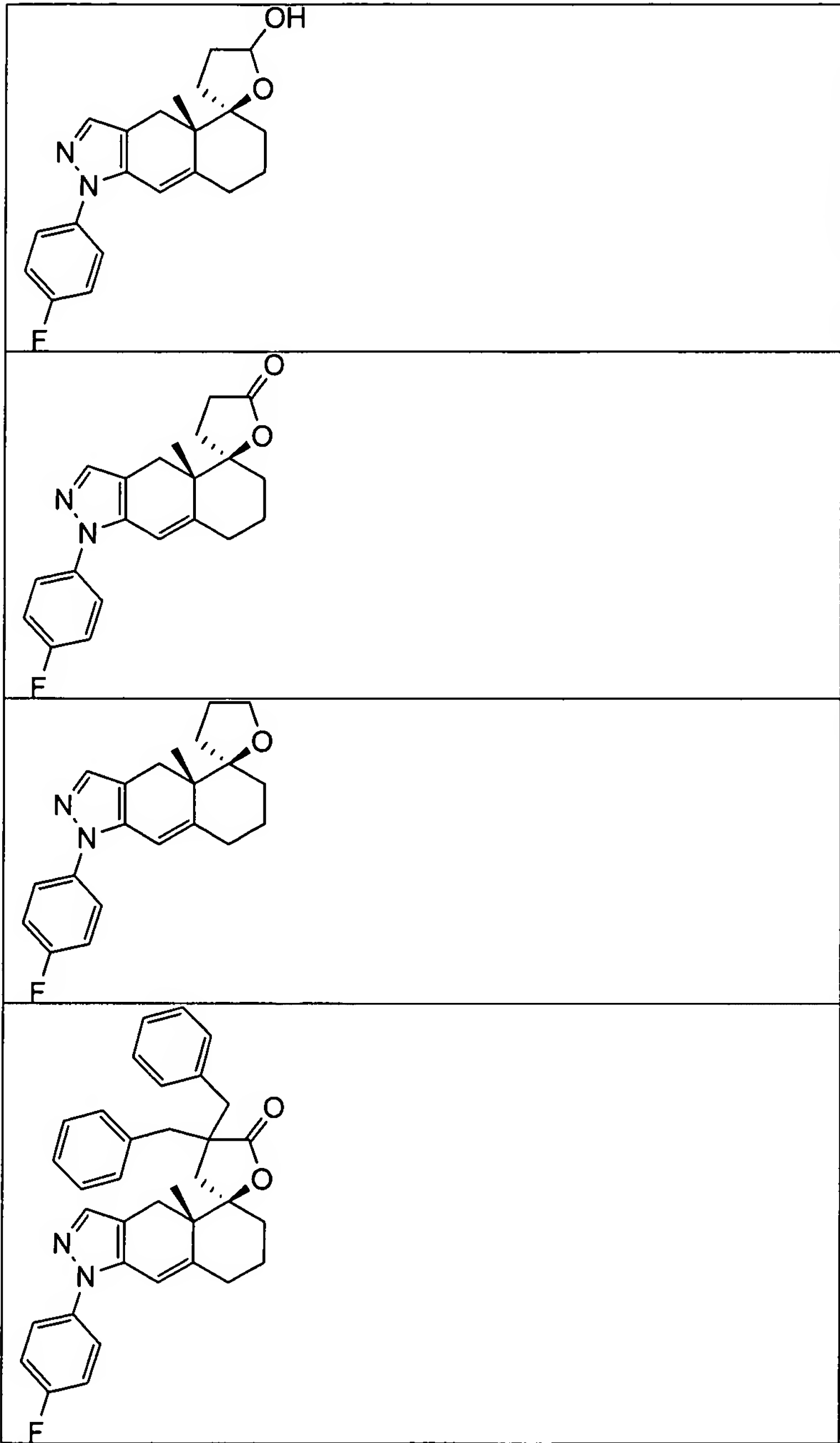


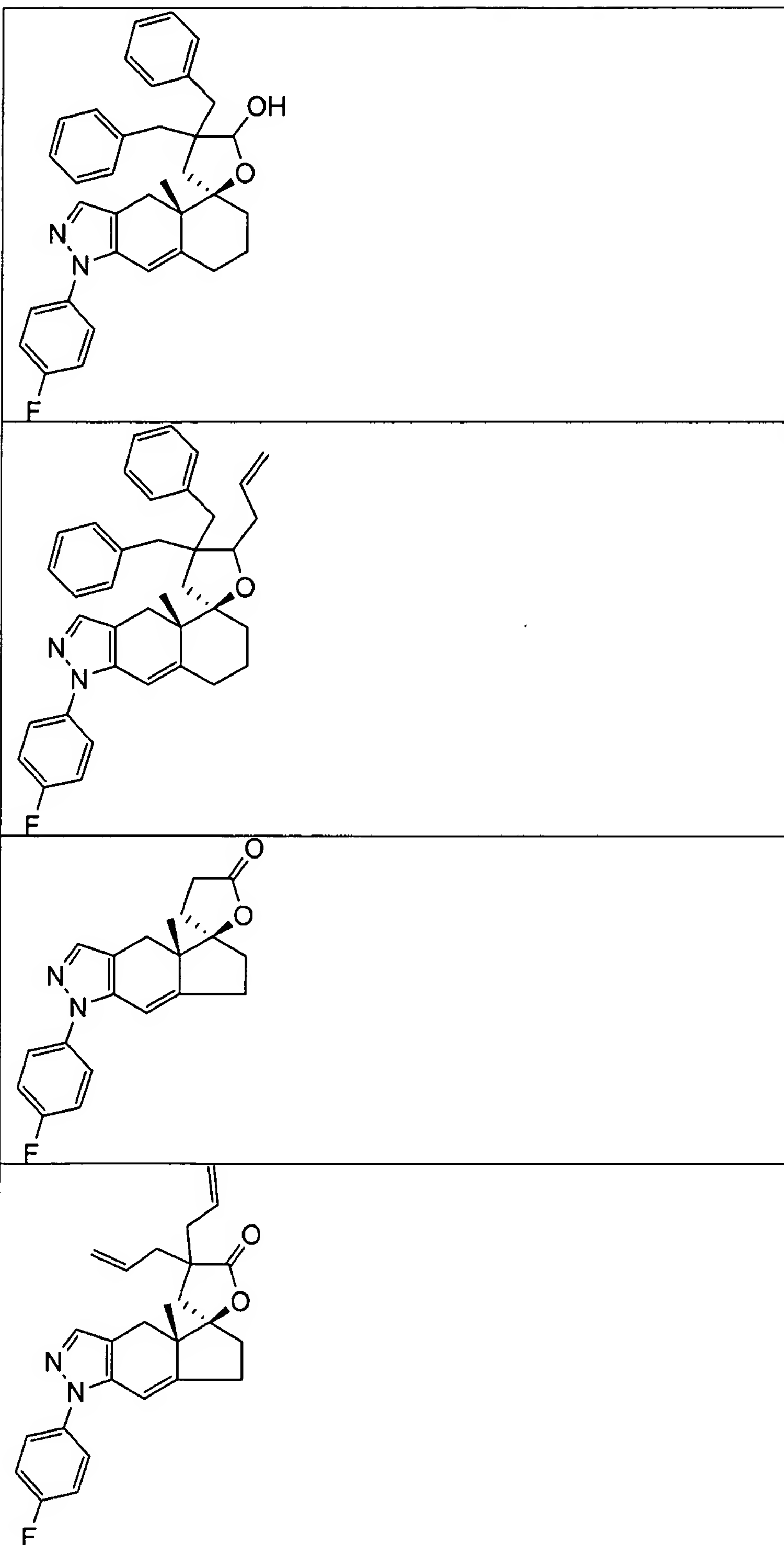


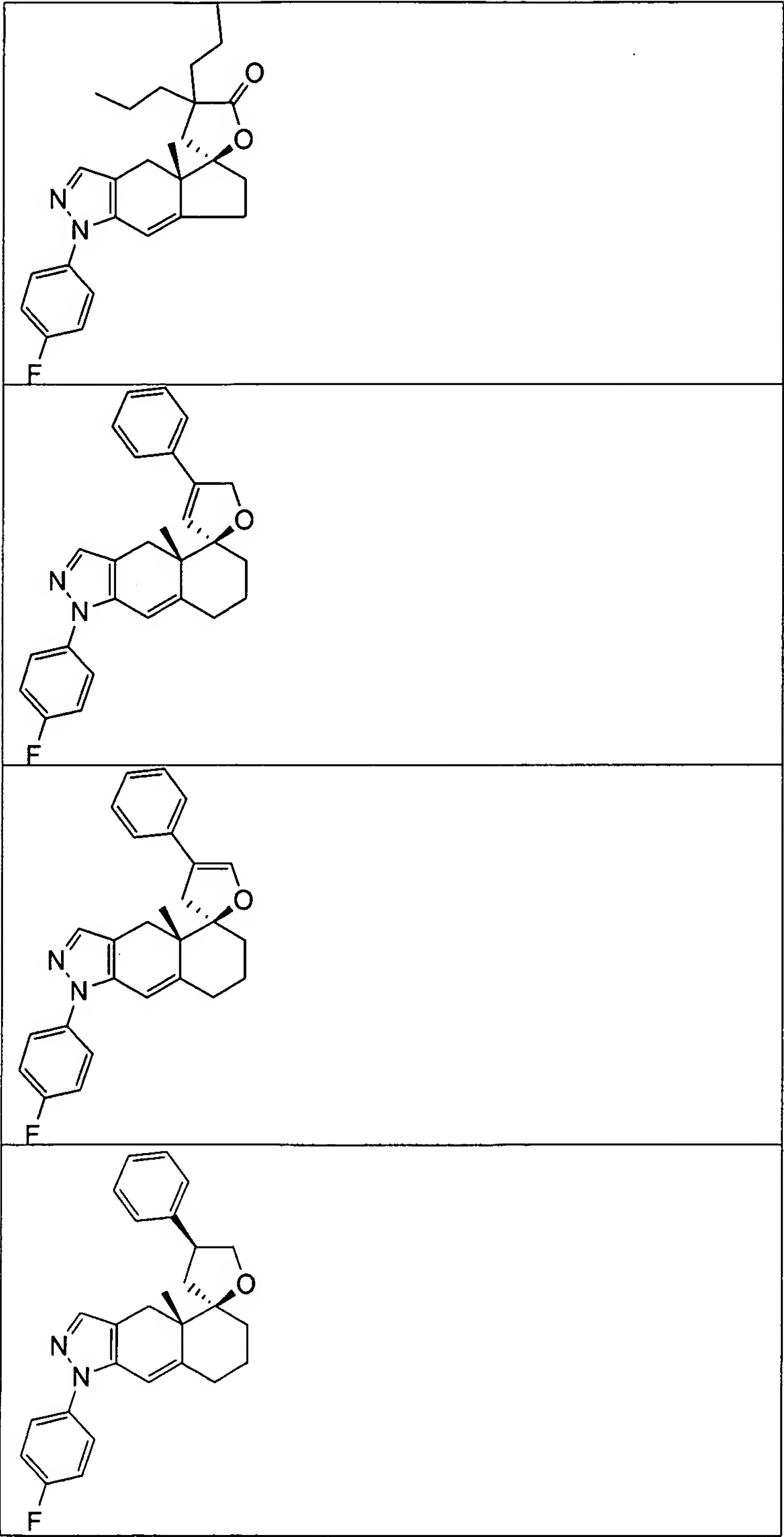


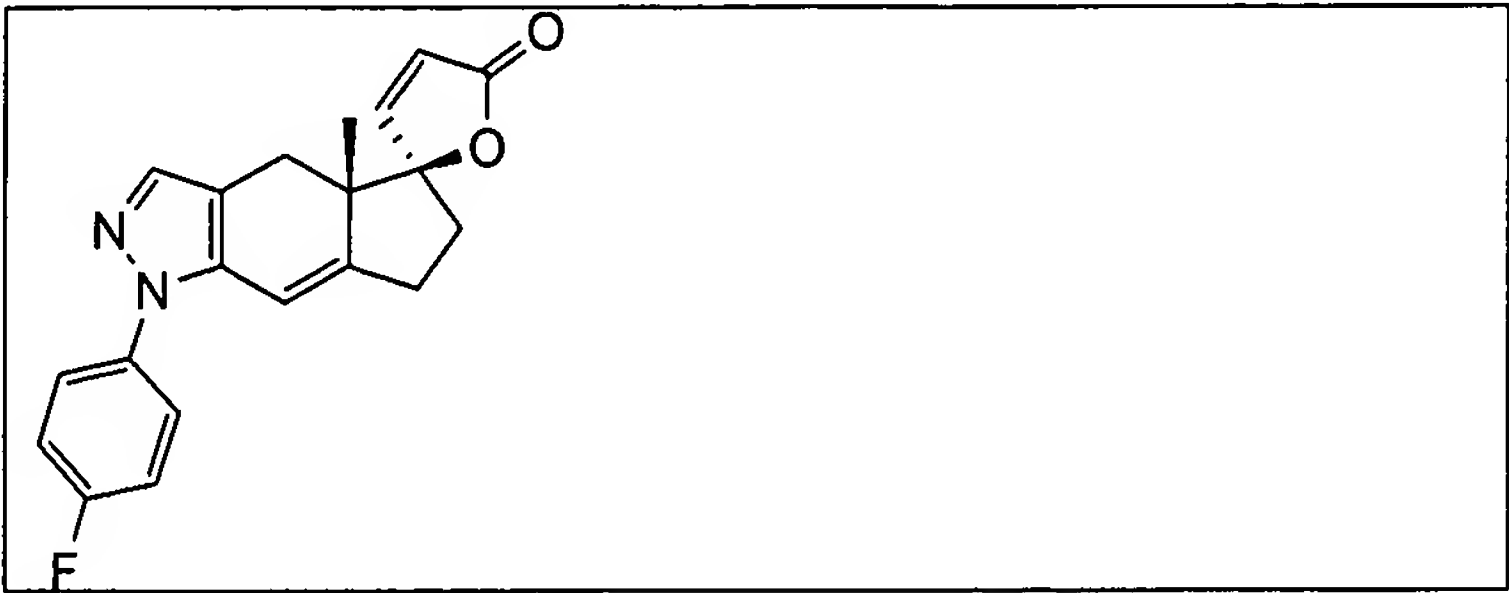




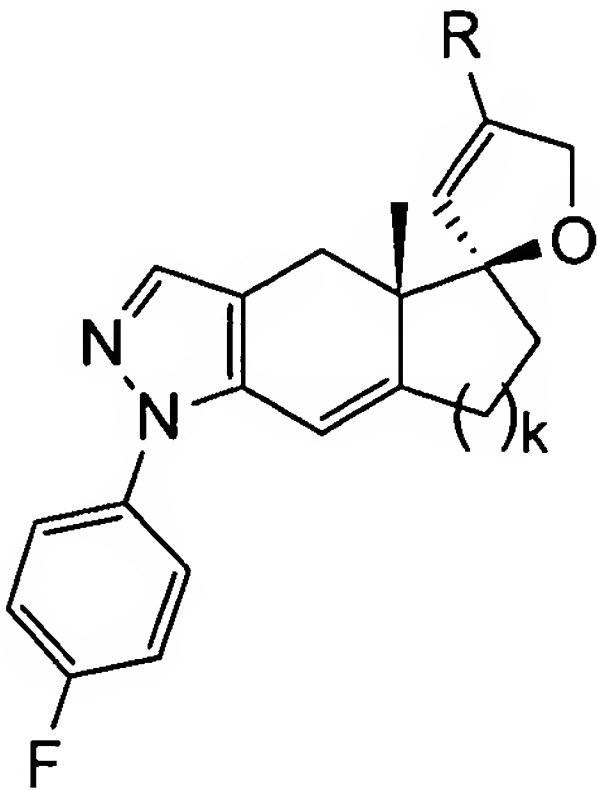






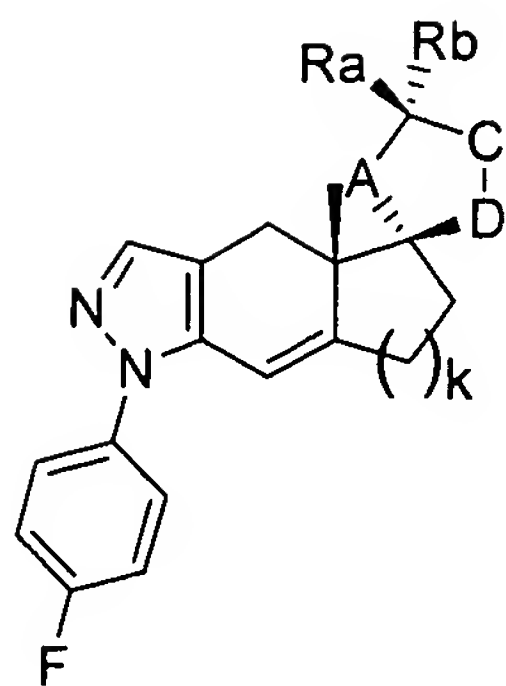


ii)

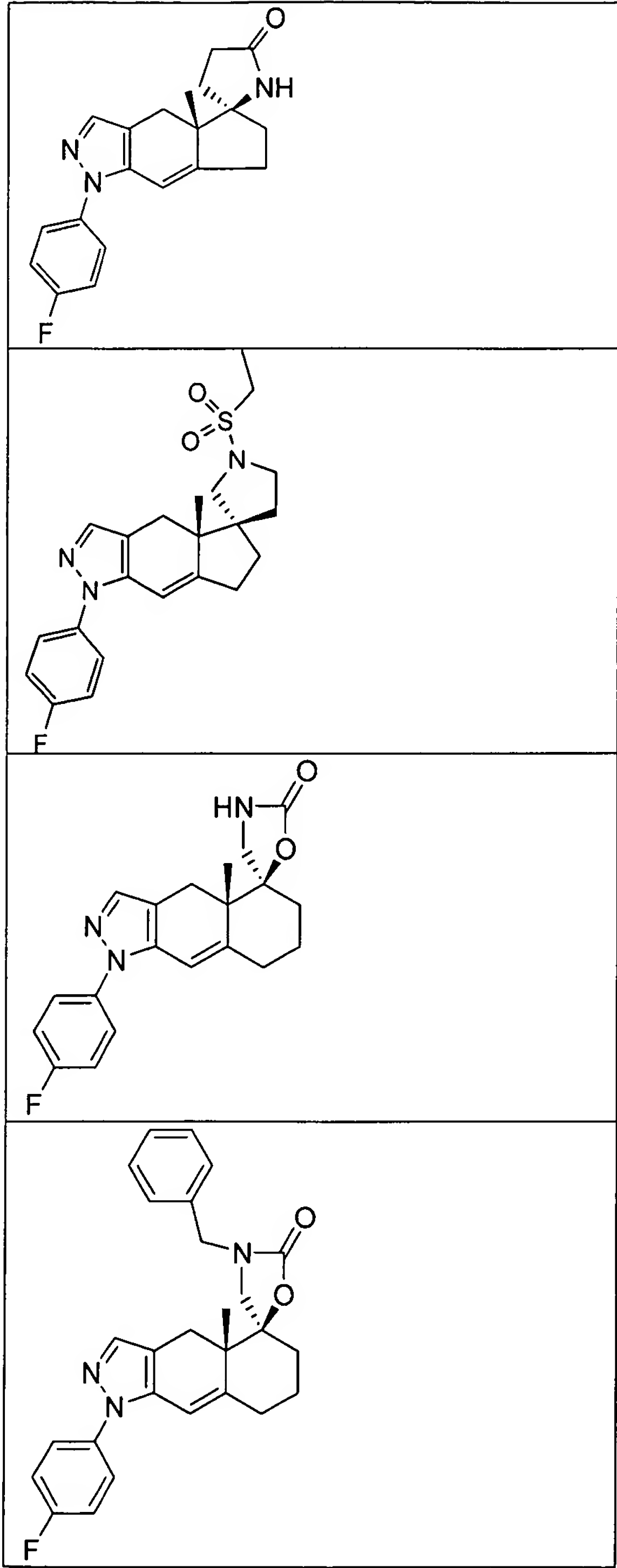


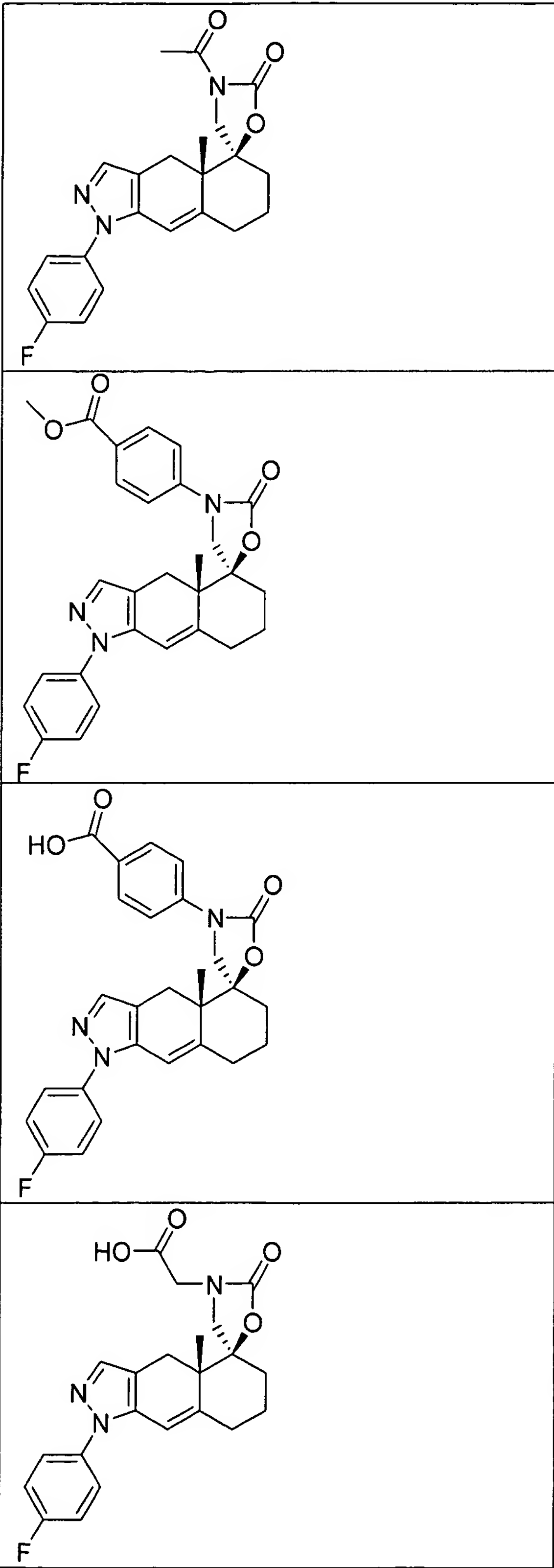
K	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

iii)

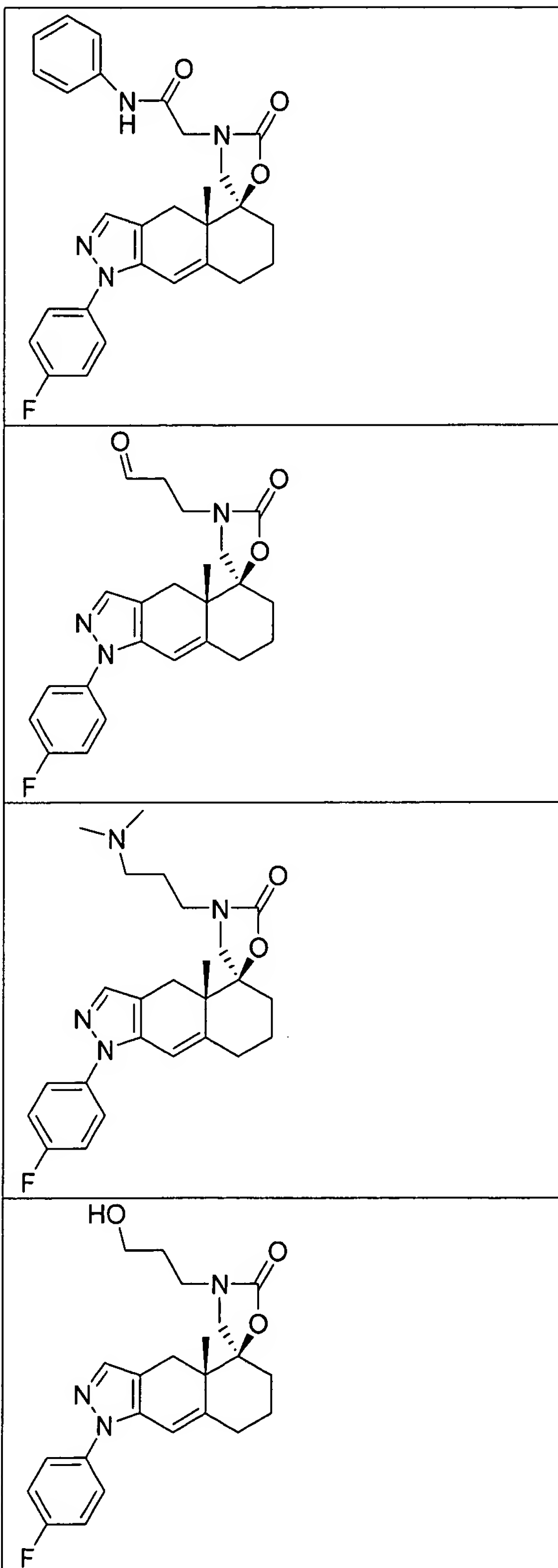


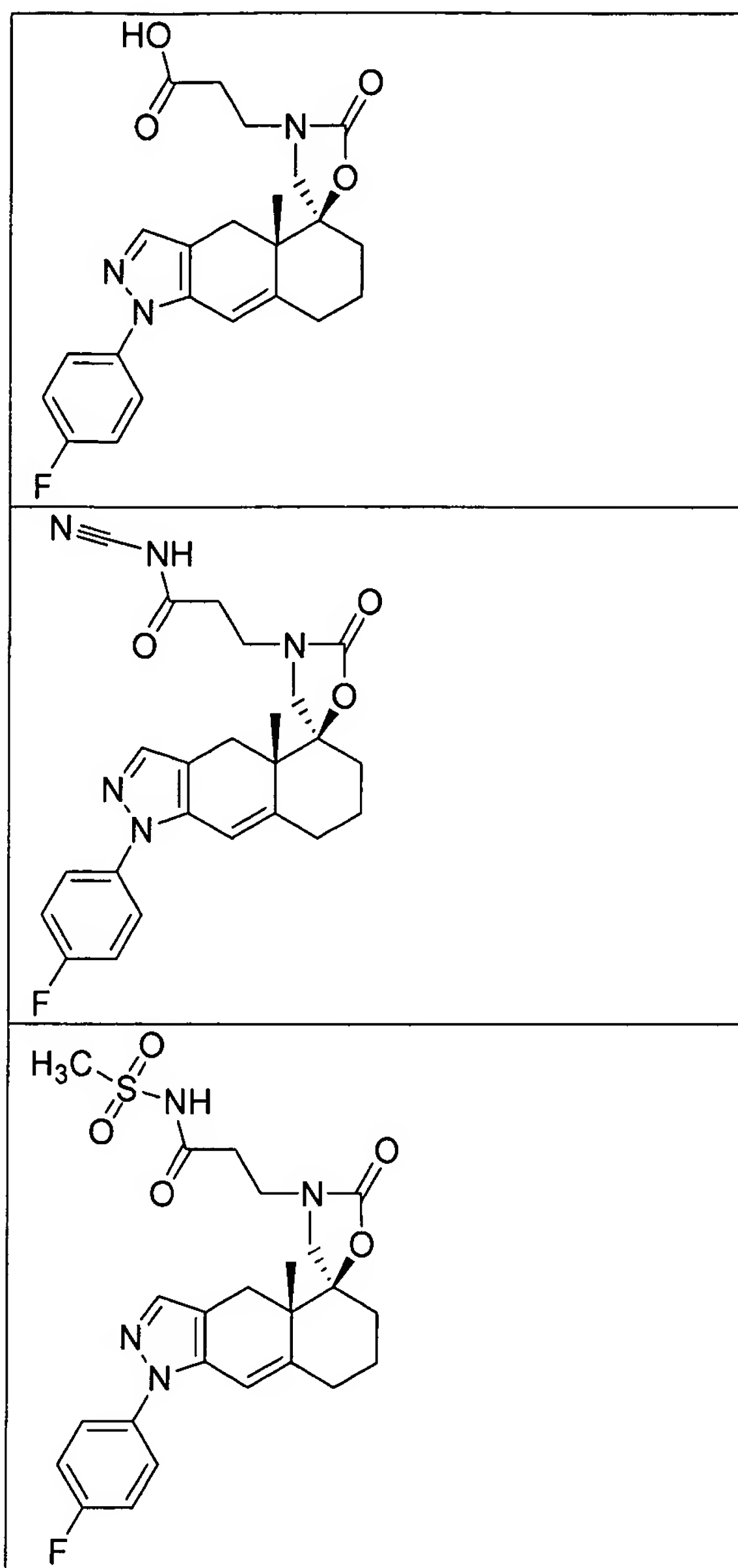
k	D	A	C	Ra	Rb
1	O	CH <sub>2</sub>	CH <sub>2</sub>	propyl	Propyl
1	O	CH <sub>2</sub>	CHOH	propyl	Propyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	allyl	Allyl
1	O	CH <sub>2</sub>	CHOH	allyl	Allyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	methyl	Methyl
1	O	CH <sub>2</sub>	CHOH	methyl	Methyl
1	O	CH <sub>2</sub>	C(O)	methyl	Methyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	H	H
1	O	CH <sub>2</sub>	CHOH	H	H
2	CH <sub>2</sub>	O	CH <sub>2</sub>	ethyl	H
2	CH <sub>2</sub>	O	CH <sub>2</sub>	H	Ethyl
2	CH <sub>2</sub>	O	CH <sub>2</sub>	H	Phenyl
2	O	CH <sub>2</sub>	CH(allyl)	allyl	Allyl
2	O	CH <sub>2</sub>	CH <sub>2</sub>	methyl	Methyl
2	O	CH <sub>2</sub>	CH <sub>2</sub>	benzyl	Benzyl
2	O	CH <sub>2</sub>	CH <sub>2</sub>	allyl	Allyl
2	O	CH <sub>2</sub>	CHOH	methyl	Methyl
2	O	CH <sub>2</sub>	CHOH	allyl	Allyl
2	O	CH <sub>2</sub>	CH(allyl)	H	H
2	O	CH <sub>2</sub>	C(O)	methyl	Methyl
2	O	CH <sub>2</sub>	C(O)	allyl	Allyl

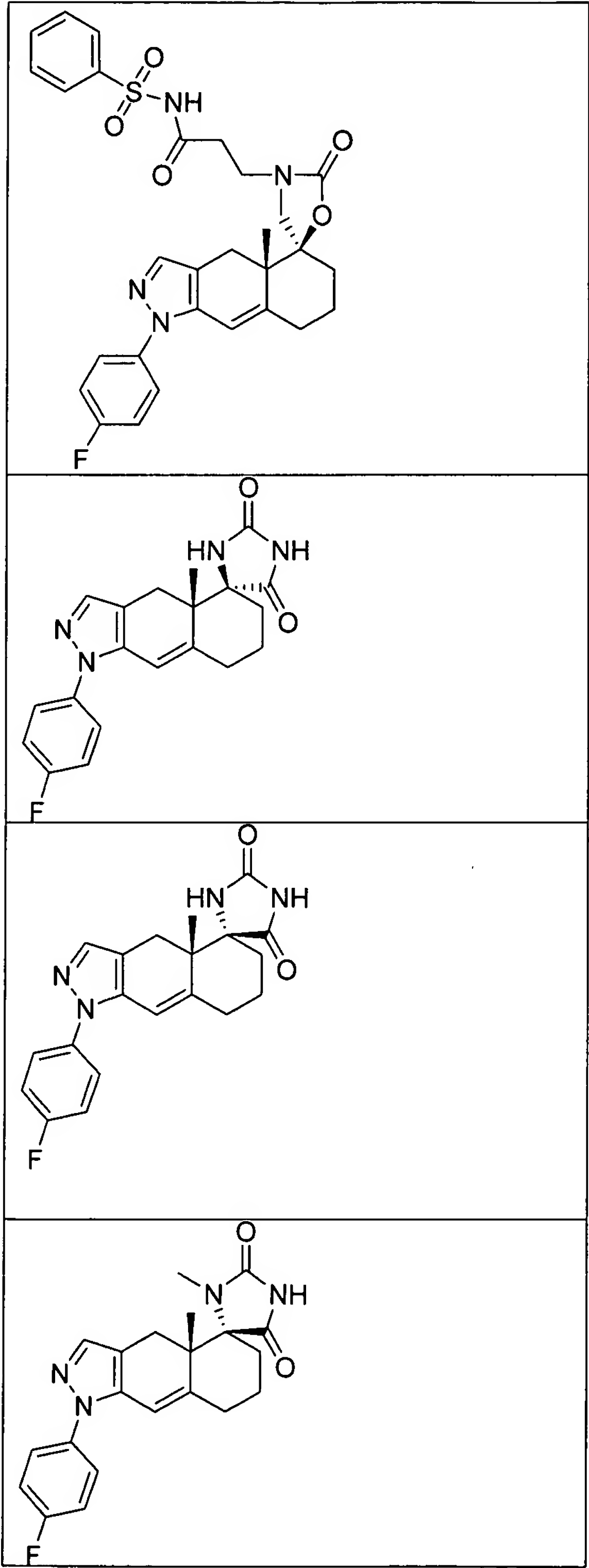


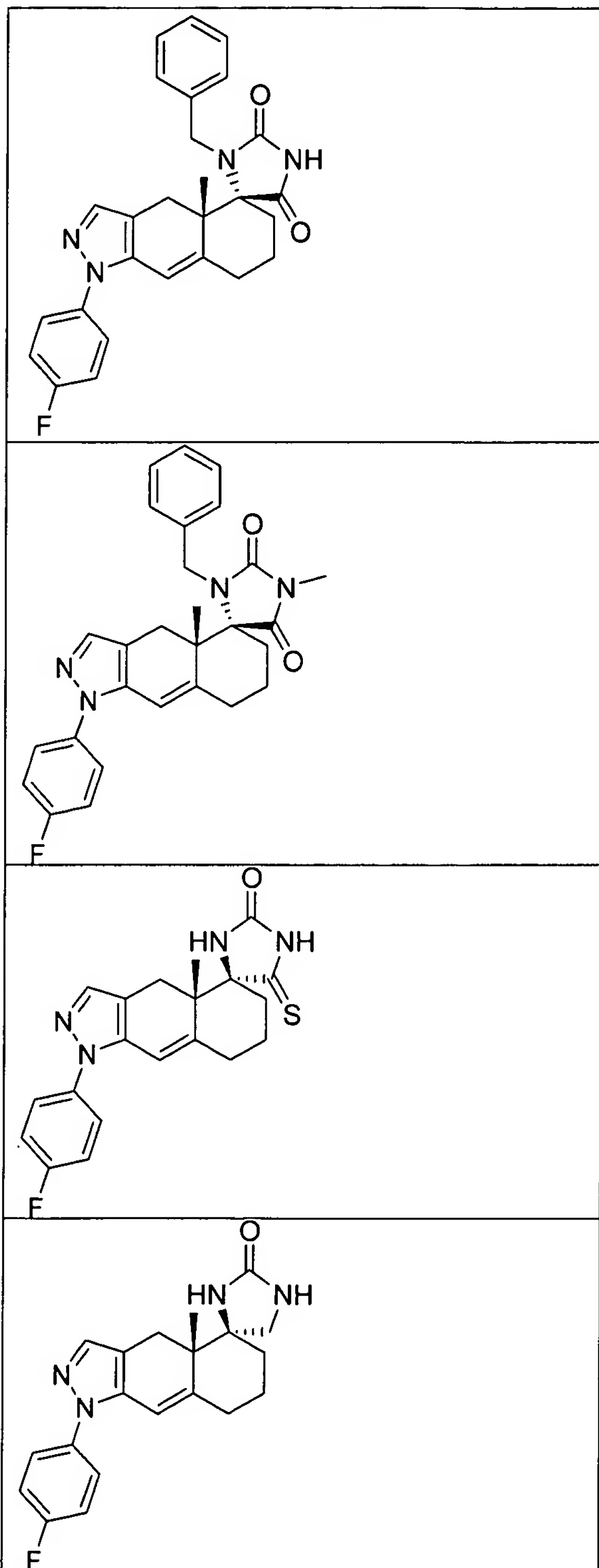


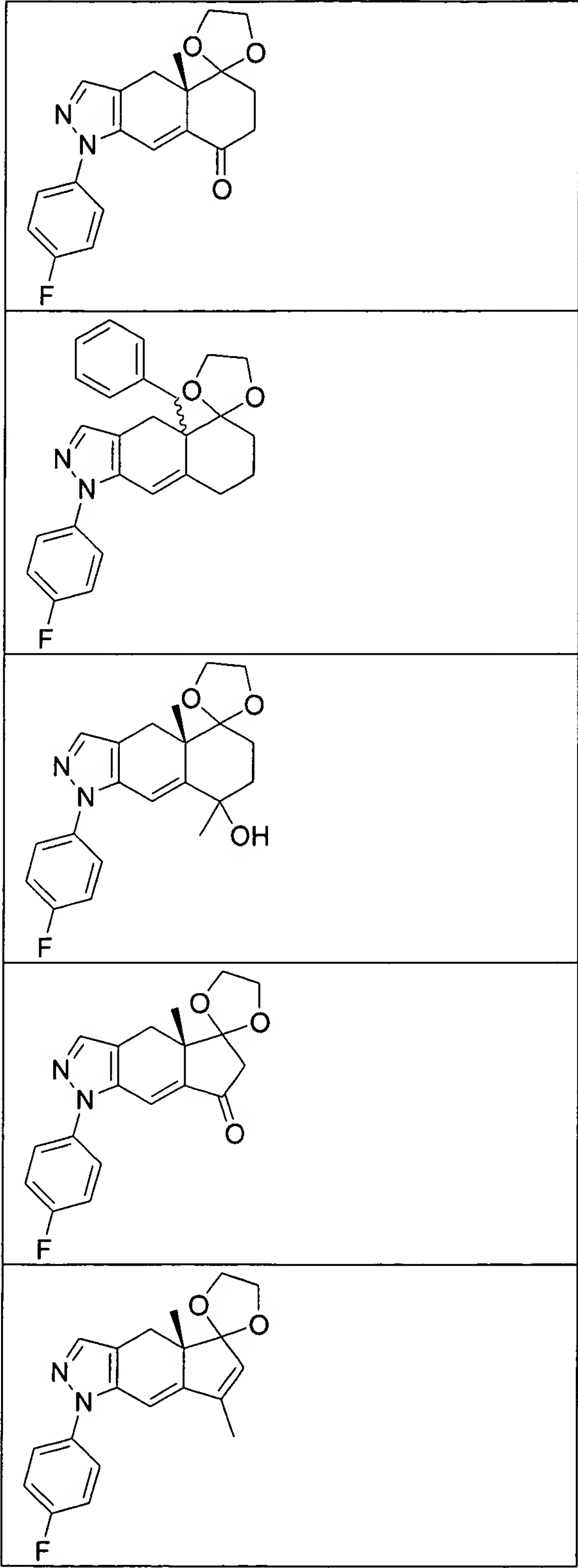


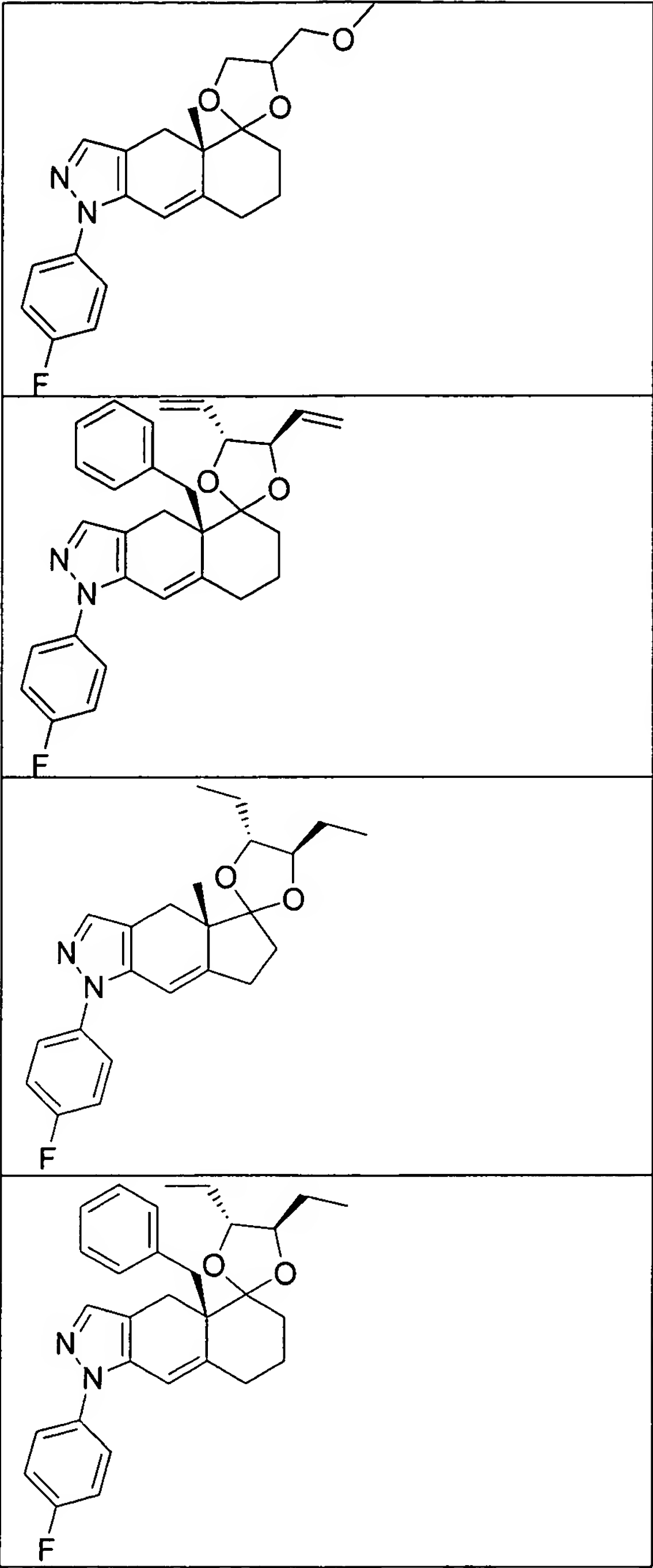


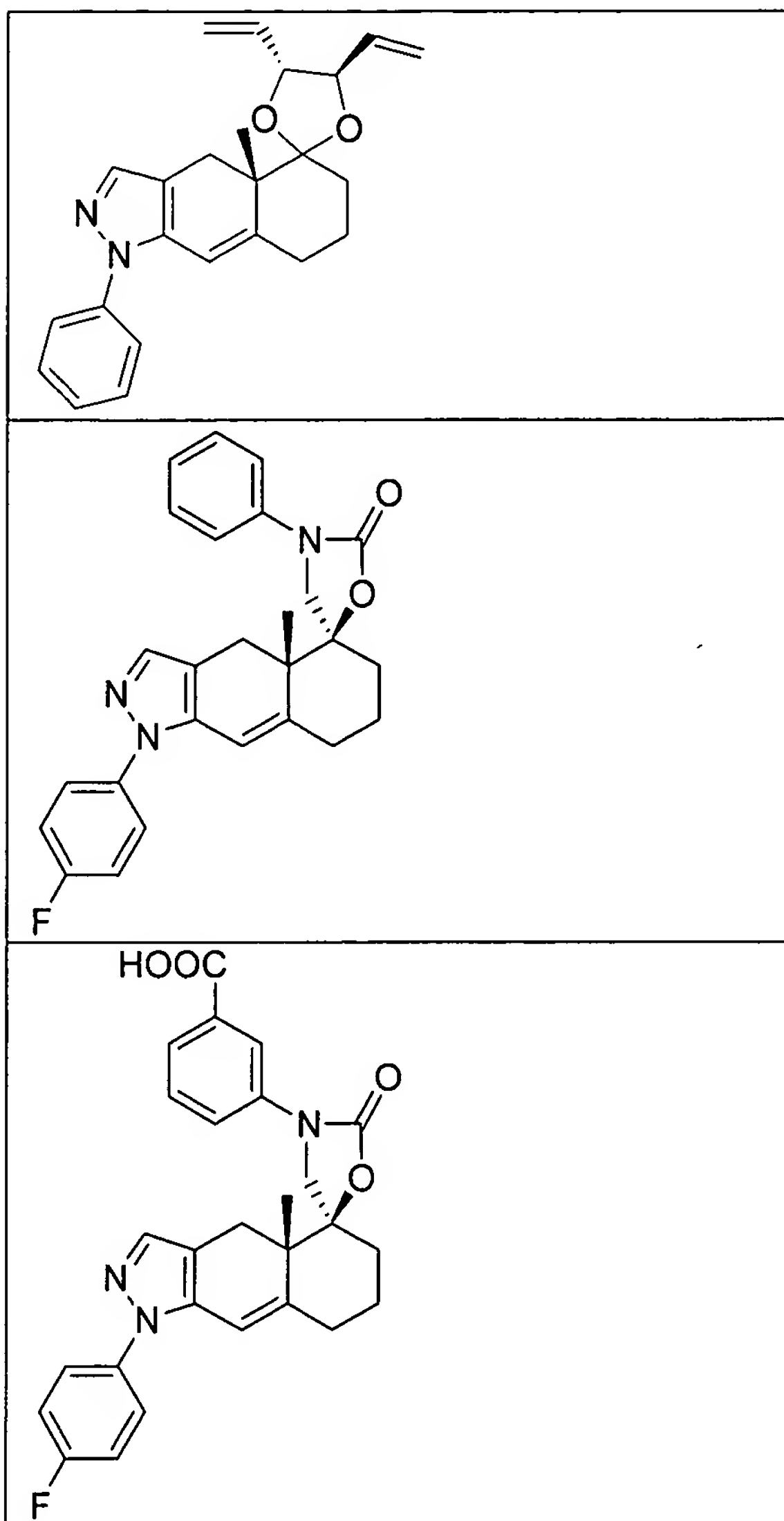




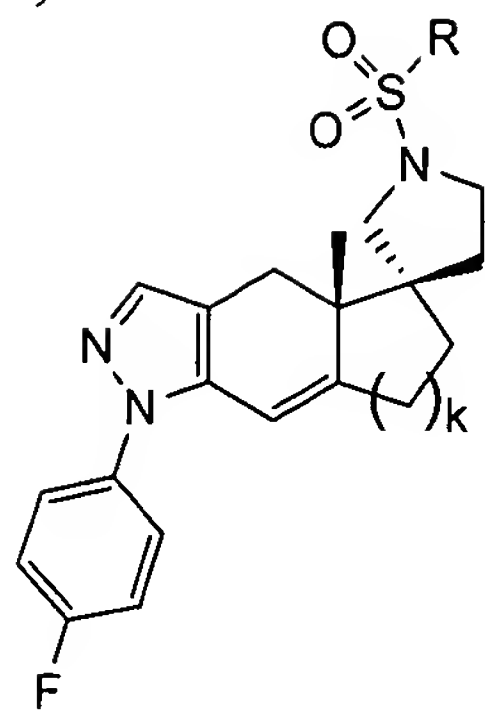






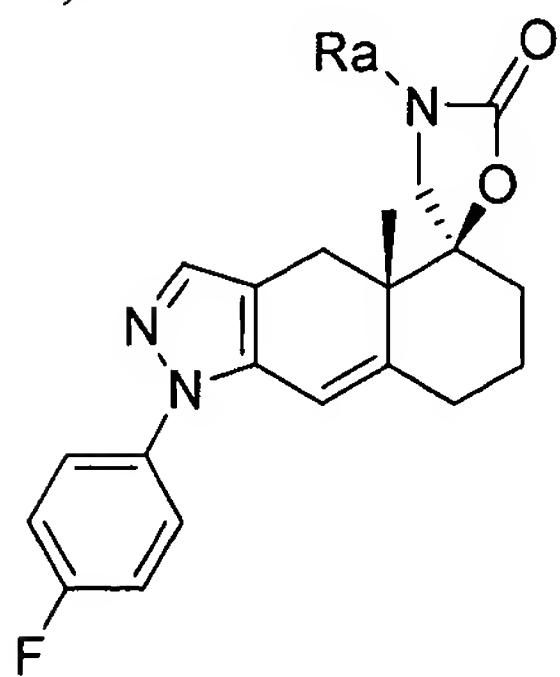


v)



k	R
1	phenyl
2	ethyl
2	phenyl

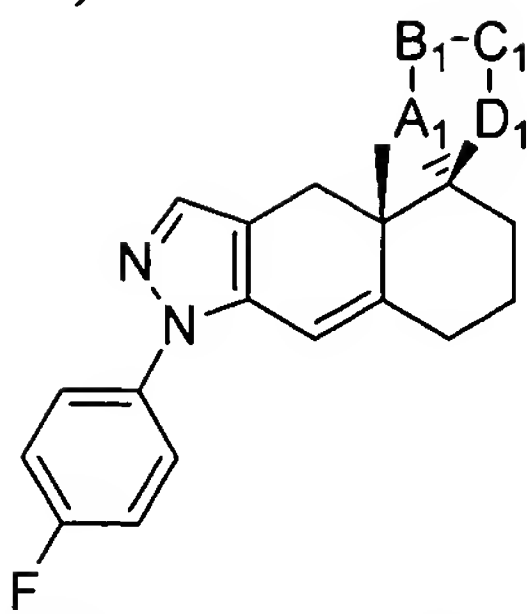
vi)



Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
$\text{CH}_2\text{CO}_2\text{Et}$
2-(1,3-dioxan)ethyl



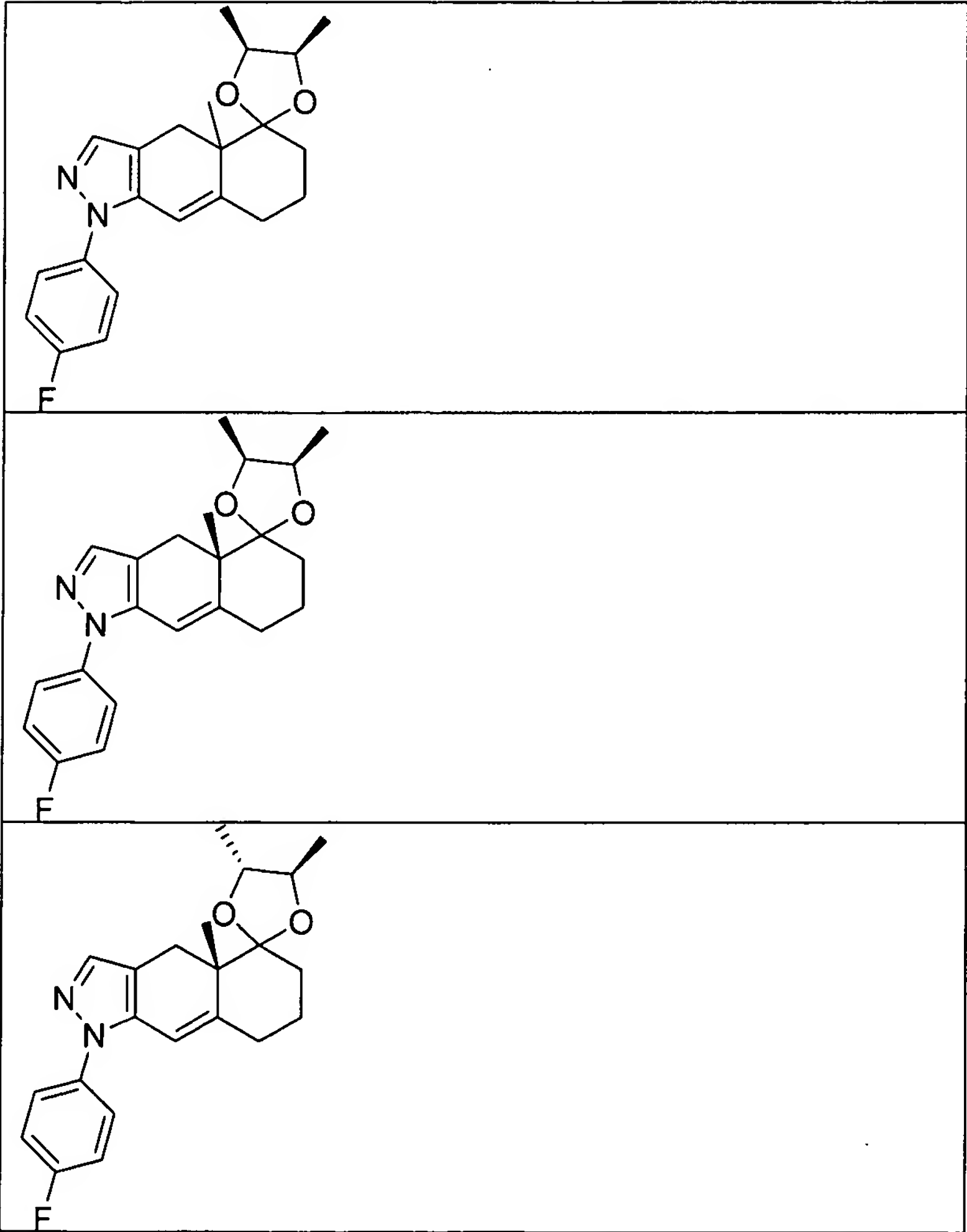
vii)

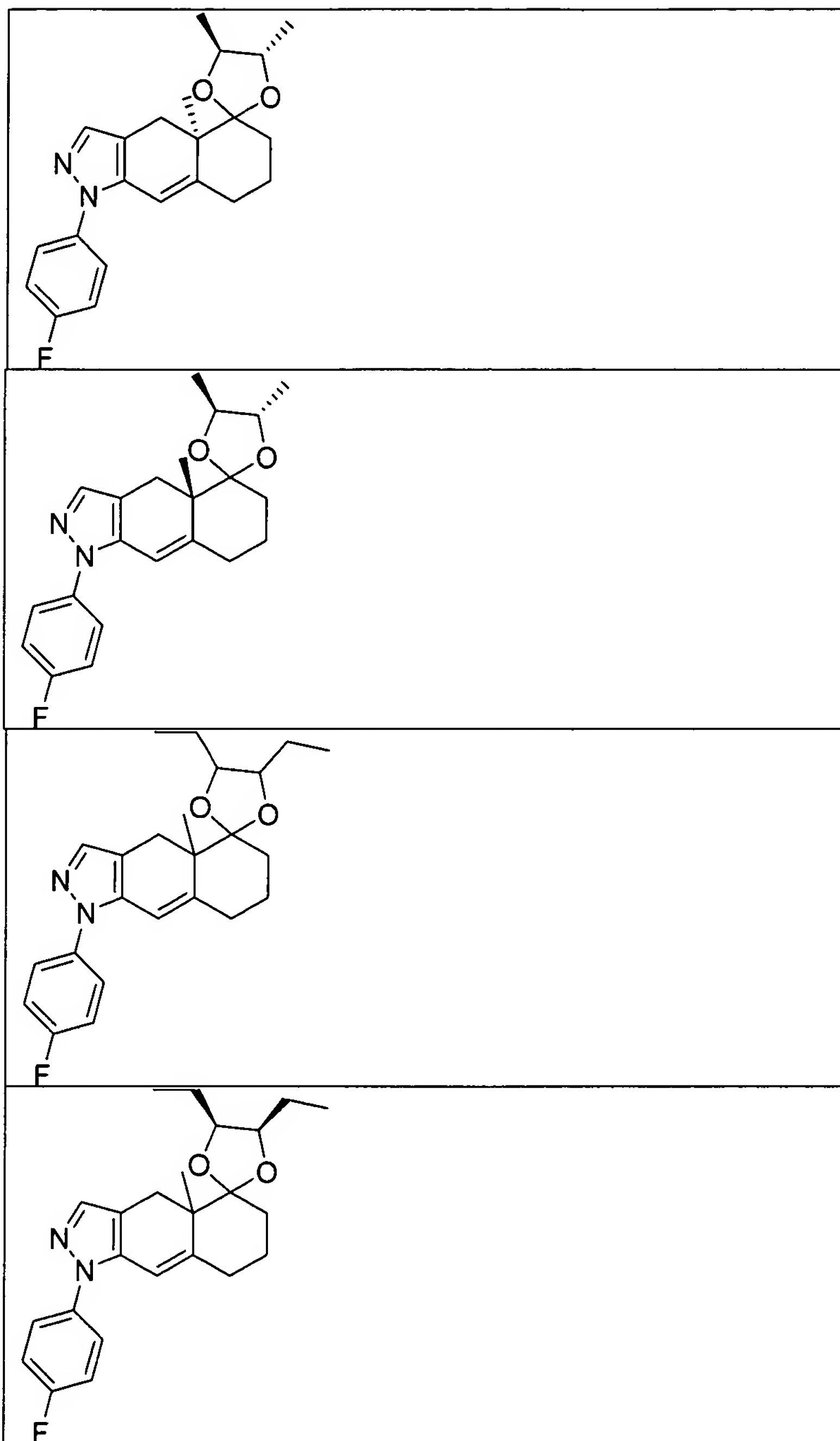


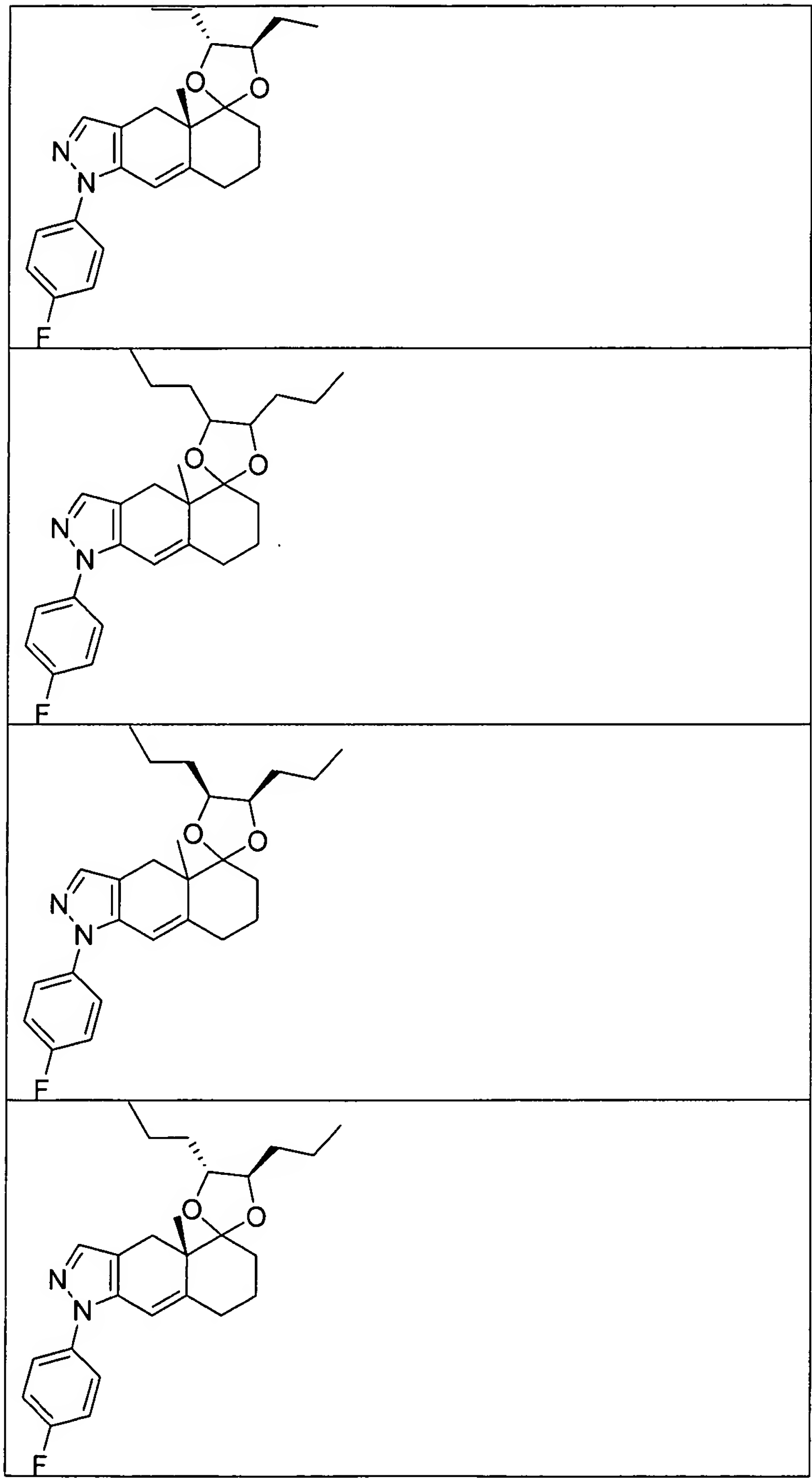
C1	D1	A1	B1
C(O)	NCH3	C(O)	NH
NCH2Ph	C(O)	NCH3	C(O)
NCH3	C(O)	NCH3	C(O)
NCH2CH=C H2	C(O)	NCH3	C(O)
C(O)	NCH3	C(O)	NCH2Ph
C(O)	NCH3	C(O)	NCH3
C(O)	NCH3	C(O)	NCH2CH=C H2
C(O)	NCH3	C(O)	NH
N(CH2)2CO2 H	C(O)	NCH2Ph	C(O)
NH	C(O)	N(CH2)2CO2 H	C(O)
NH	C(O)	N(CH2)2 	C(O)
C(O)	NCH3	C(O)	N(CH2)2CO2 H
C(O)	NCH3	C(O)	N(CH2)2 
NCH2CH=C H2	C(O)	NCH2CH=C H2	C(O)
NCH2Ph	C(O)	NCH2Ph	C(O)
NH	C(S)	NCH2Ph	C(O)

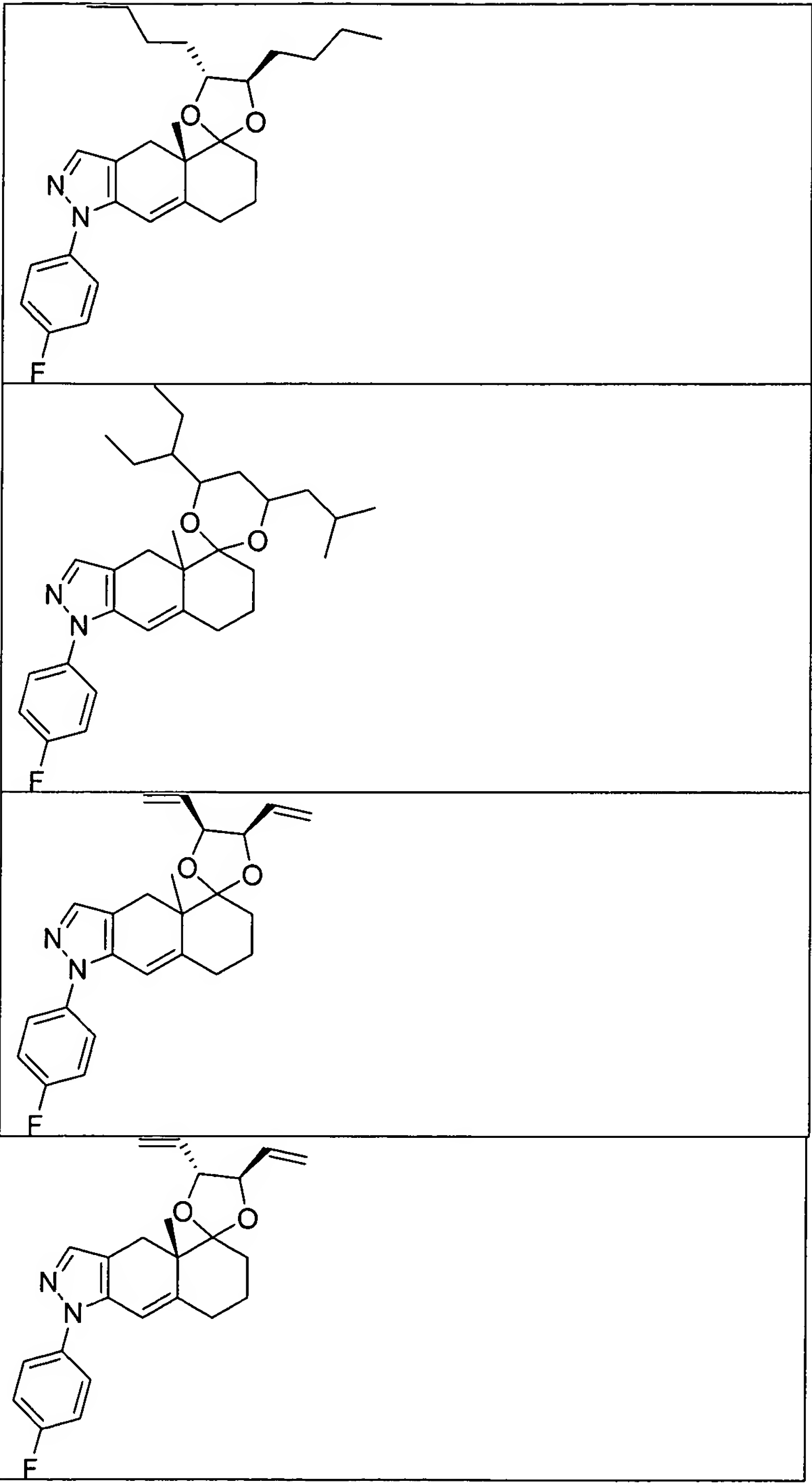
NH	C(S)	NH	C(O)
NH	C(S)	NCH <sub>2</sub> CH=C H <sub>2</sub>	C(O)
NH	C(S)	NCH <sub>3</sub>	C(O)
NH	CH <sub>2</sub>	NCH <sub>2</sub> Ph	C(O)
NH	CH <sub>2</sub>	NH	C(O)
C(O)	NCH <sub>3</sub>	CH <sub>2</sub>	NCH <sub>3</sub>
NH	CH <sub>2</sub>	NCH <sub>3</sub>	C(O)

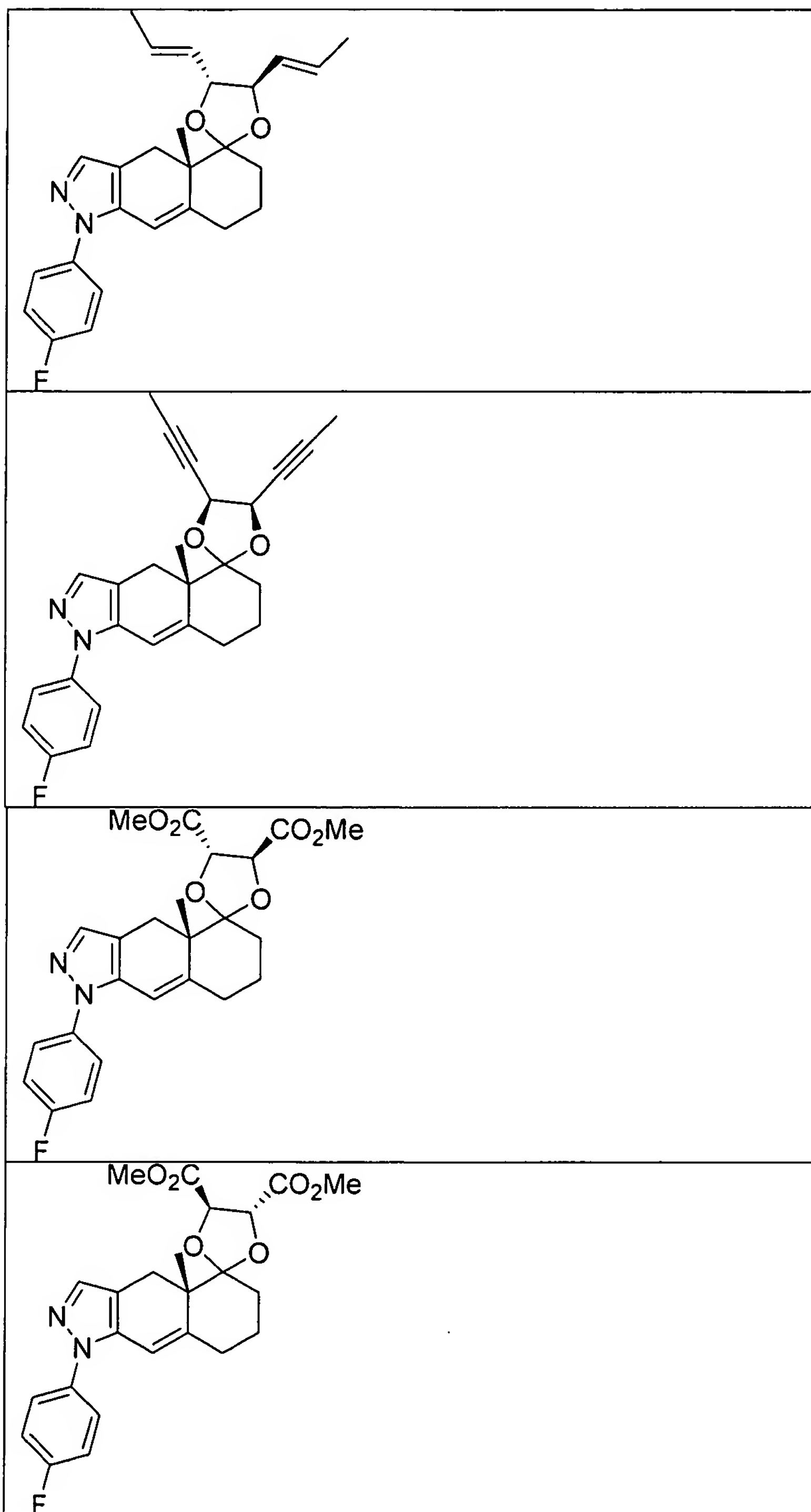
and viii)

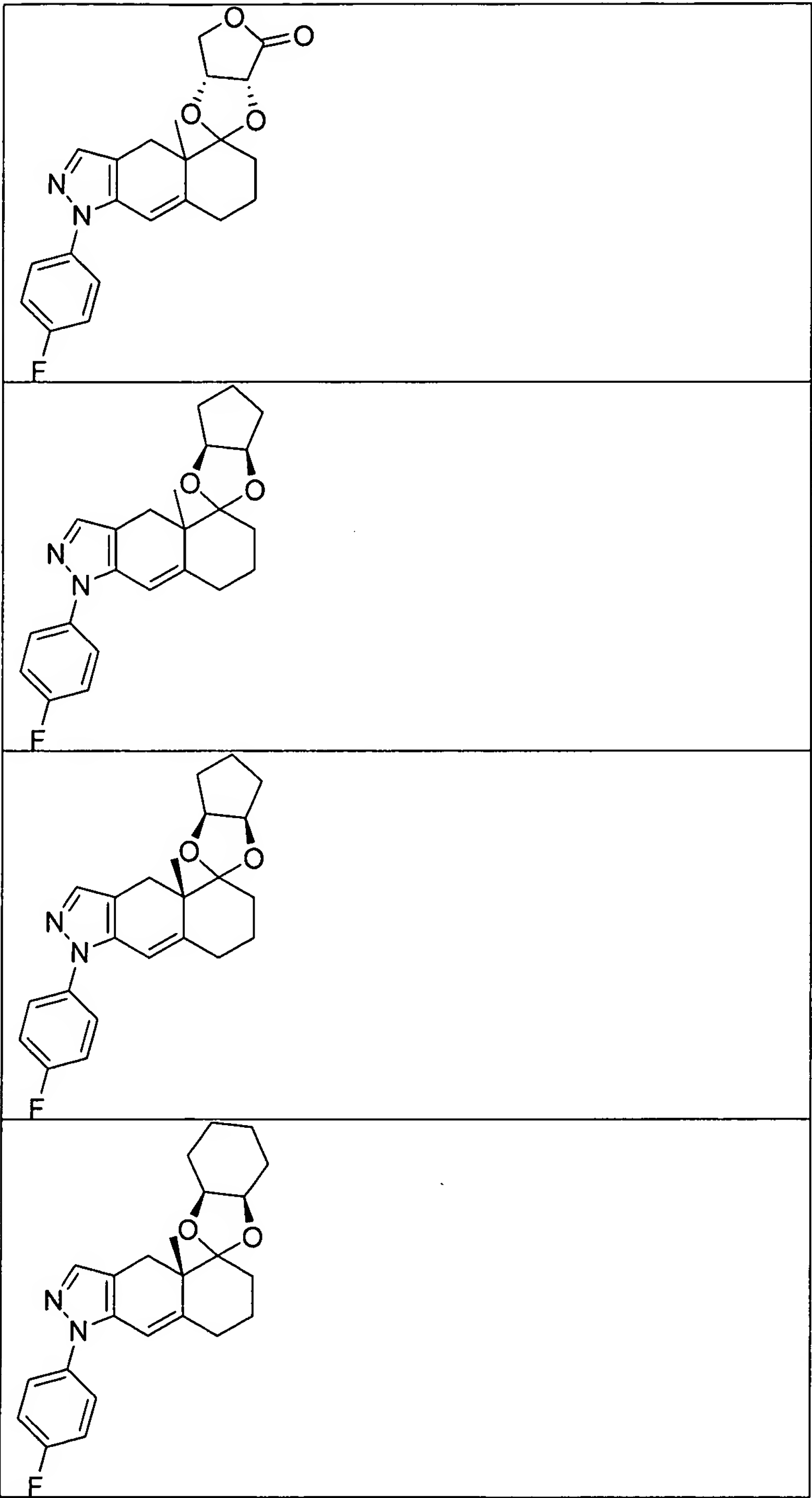


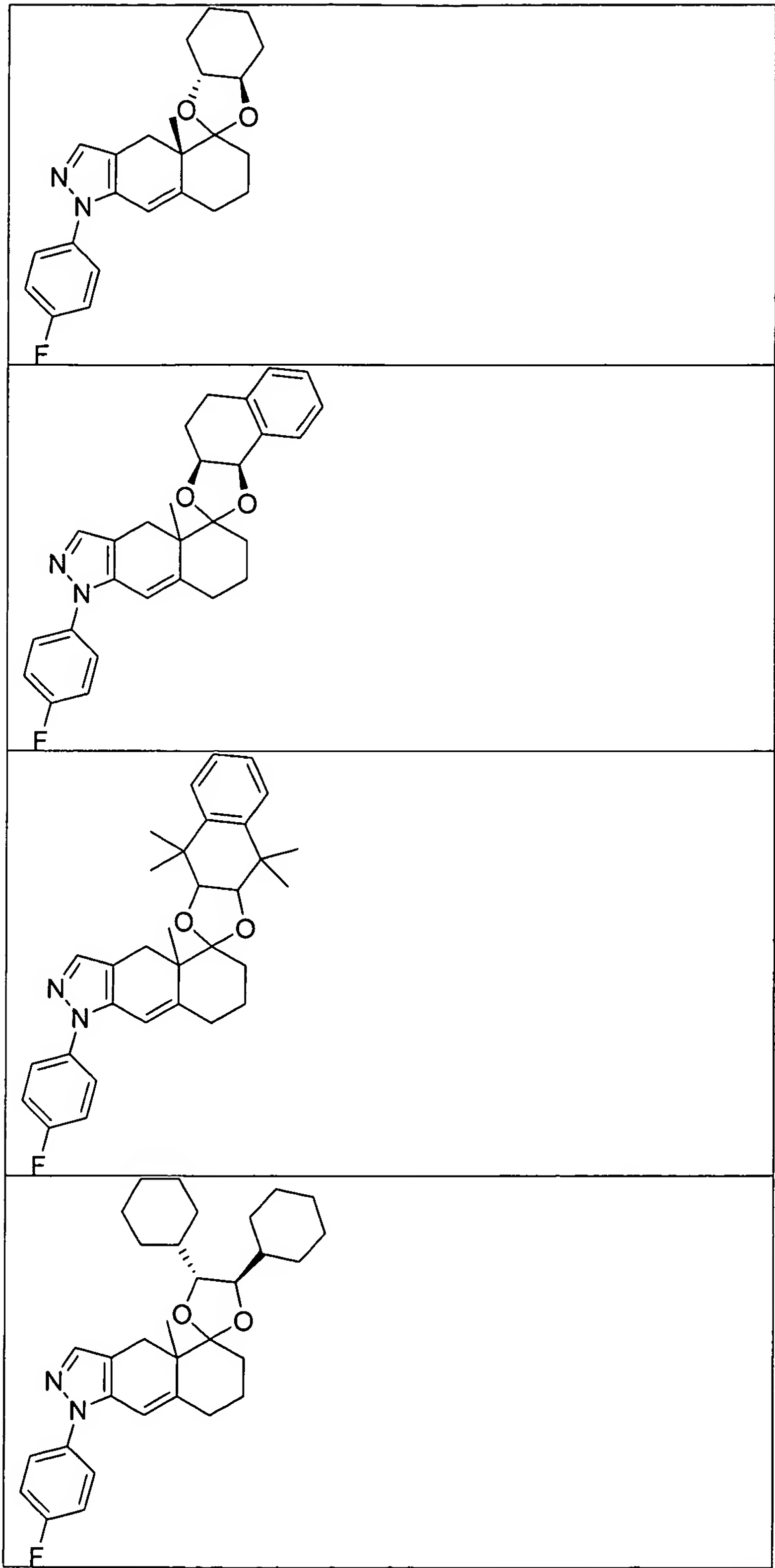




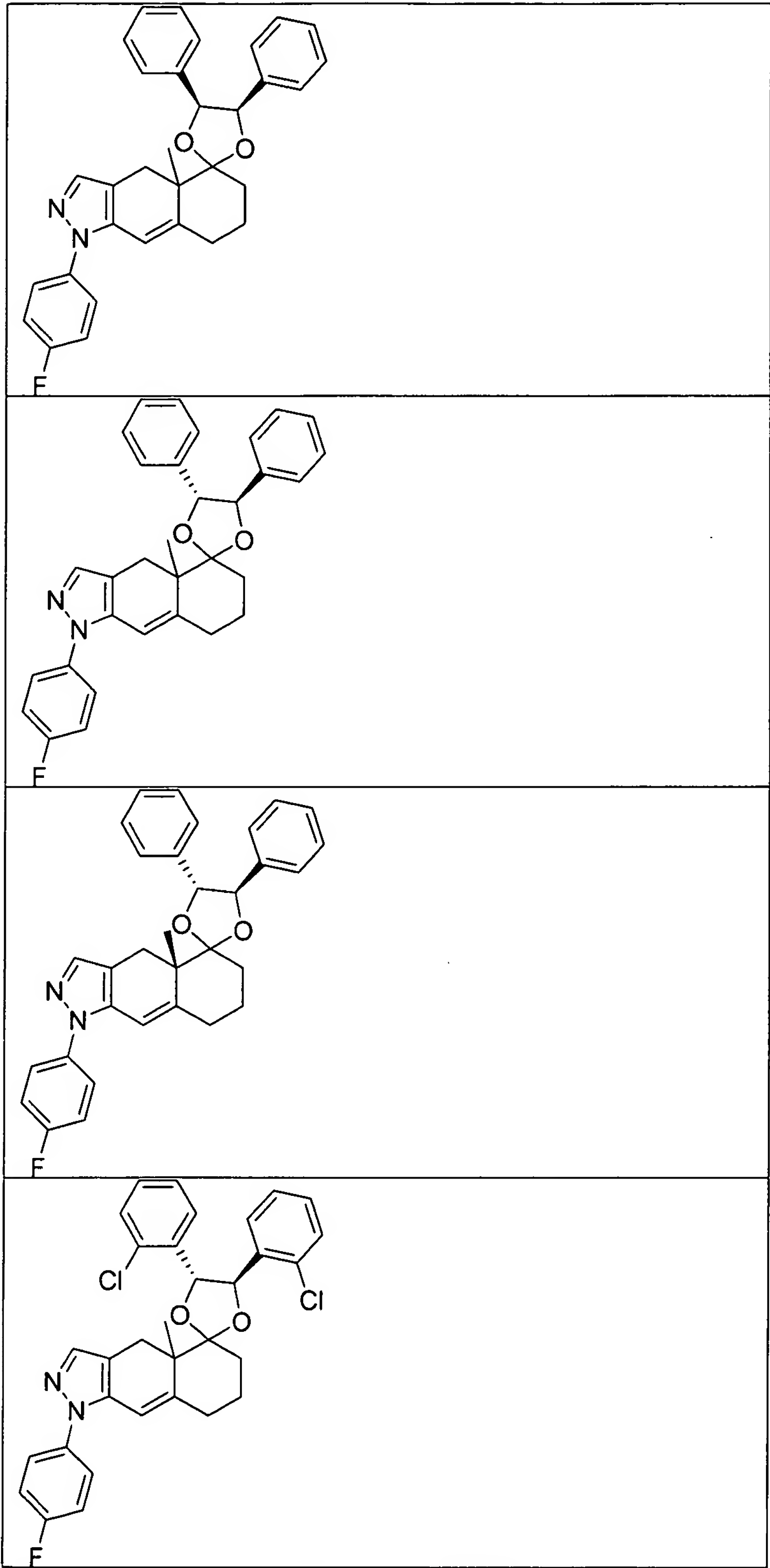


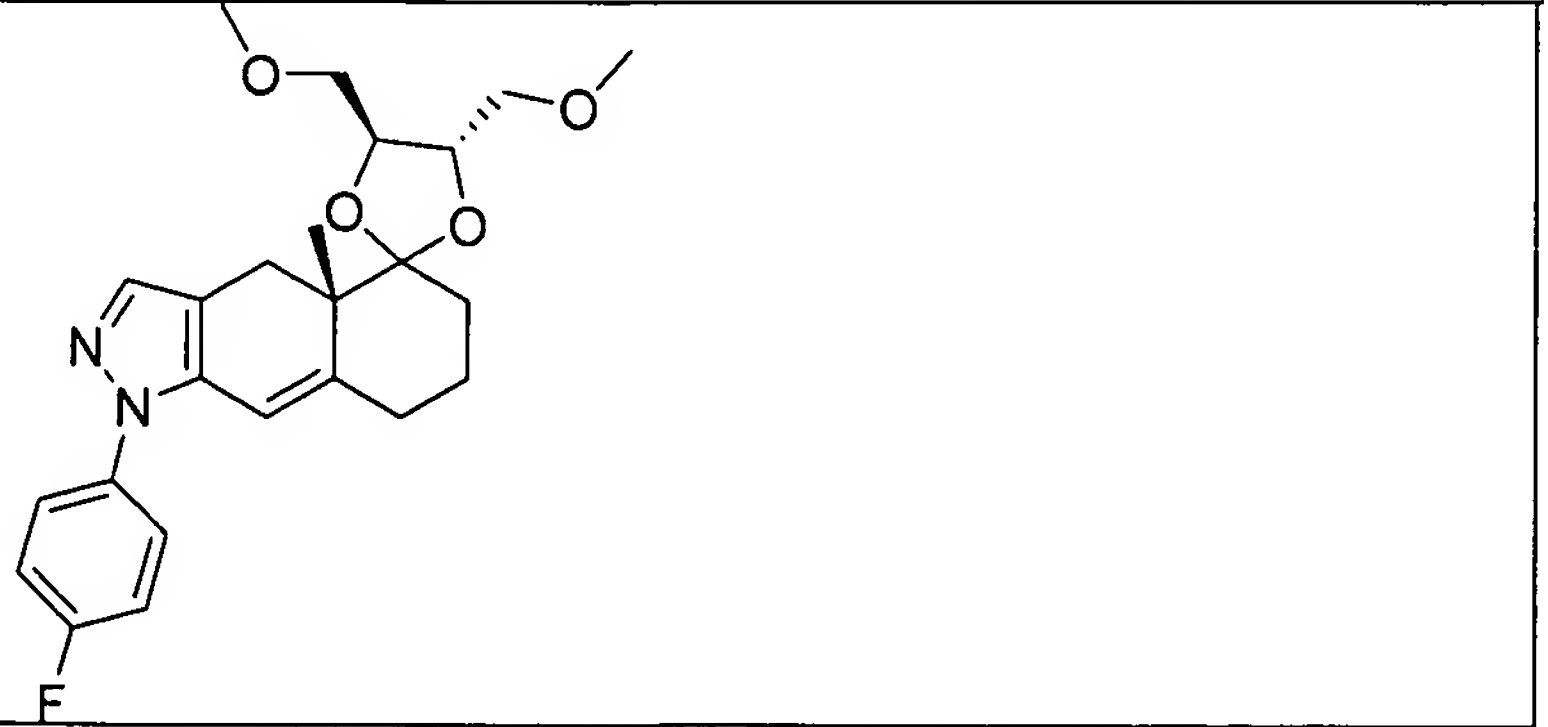
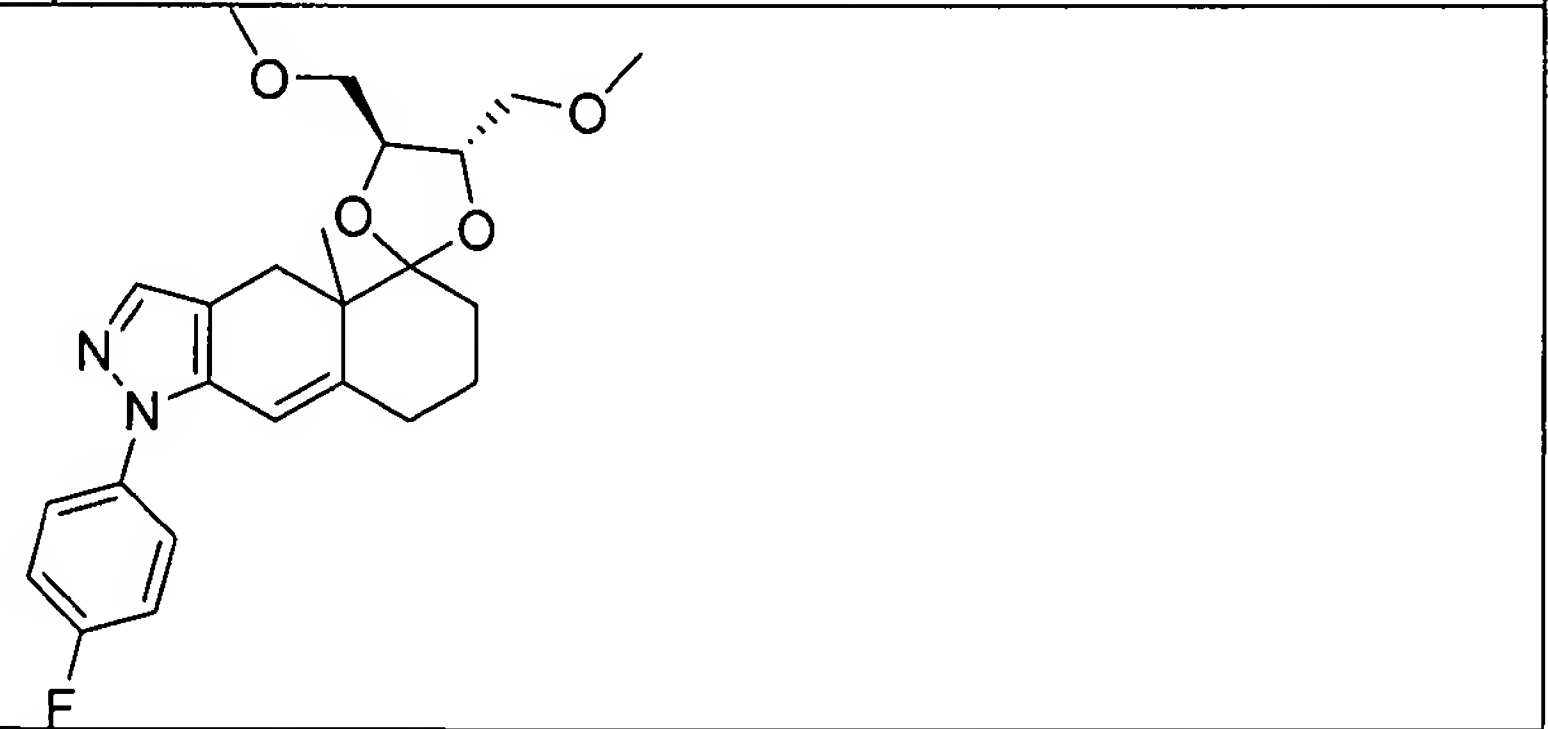
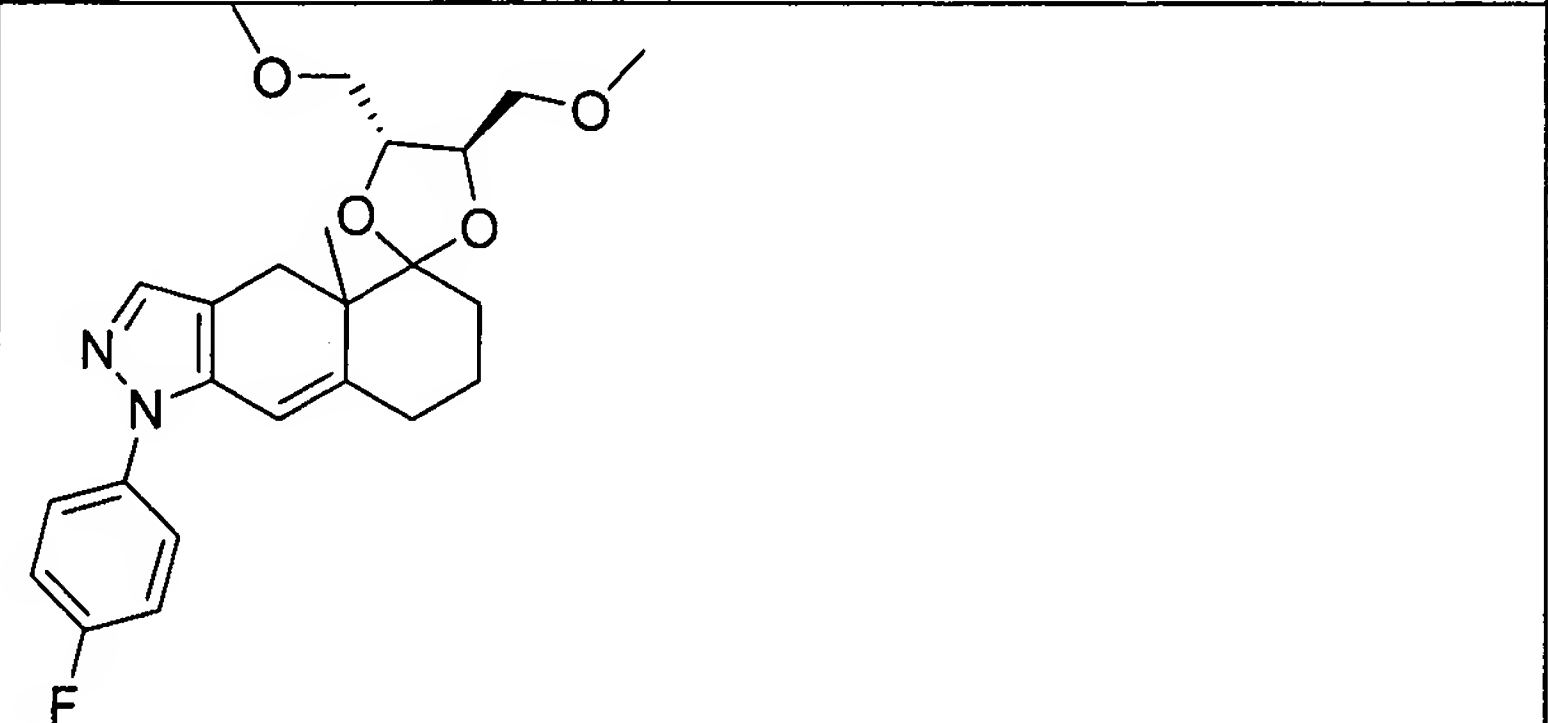
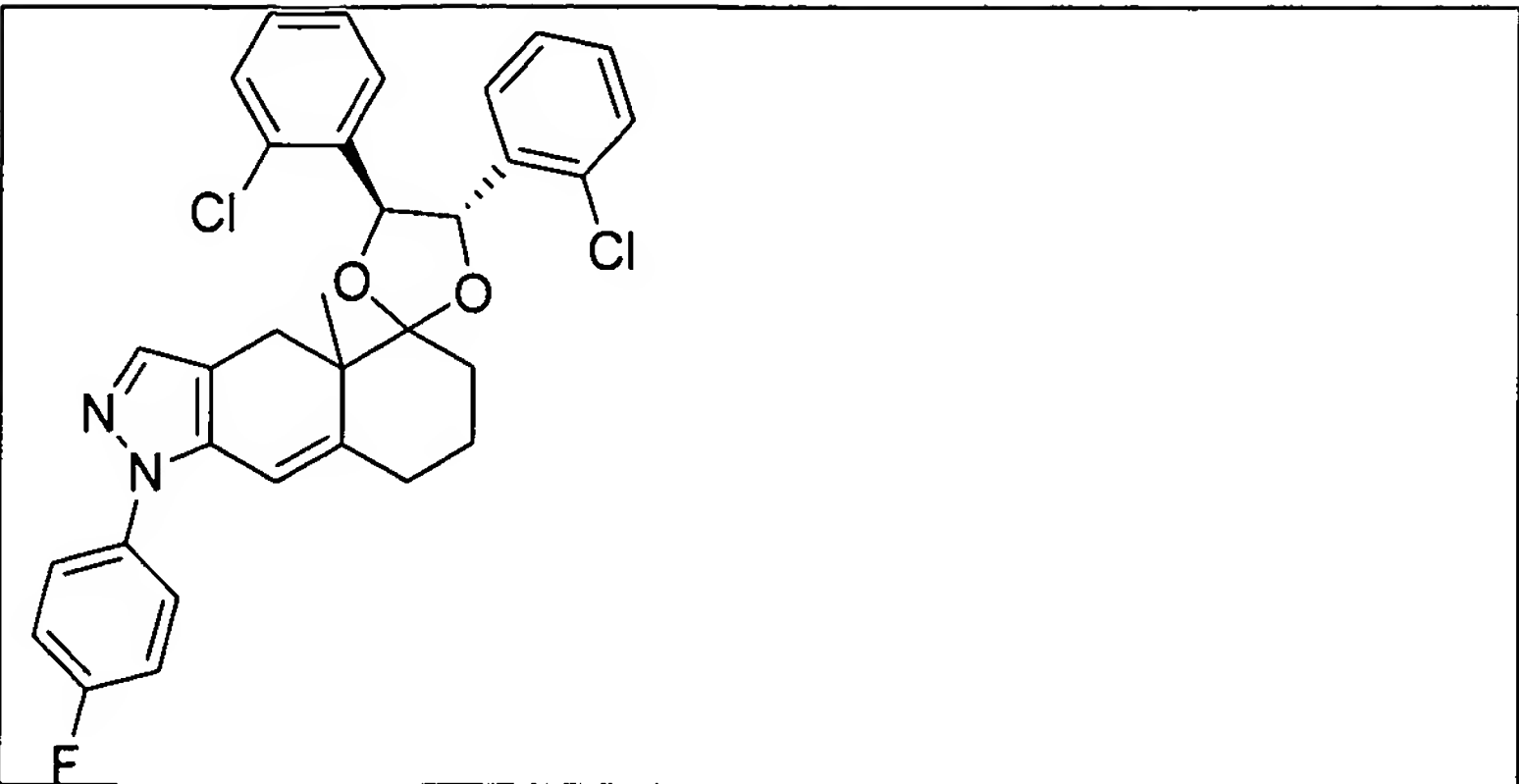


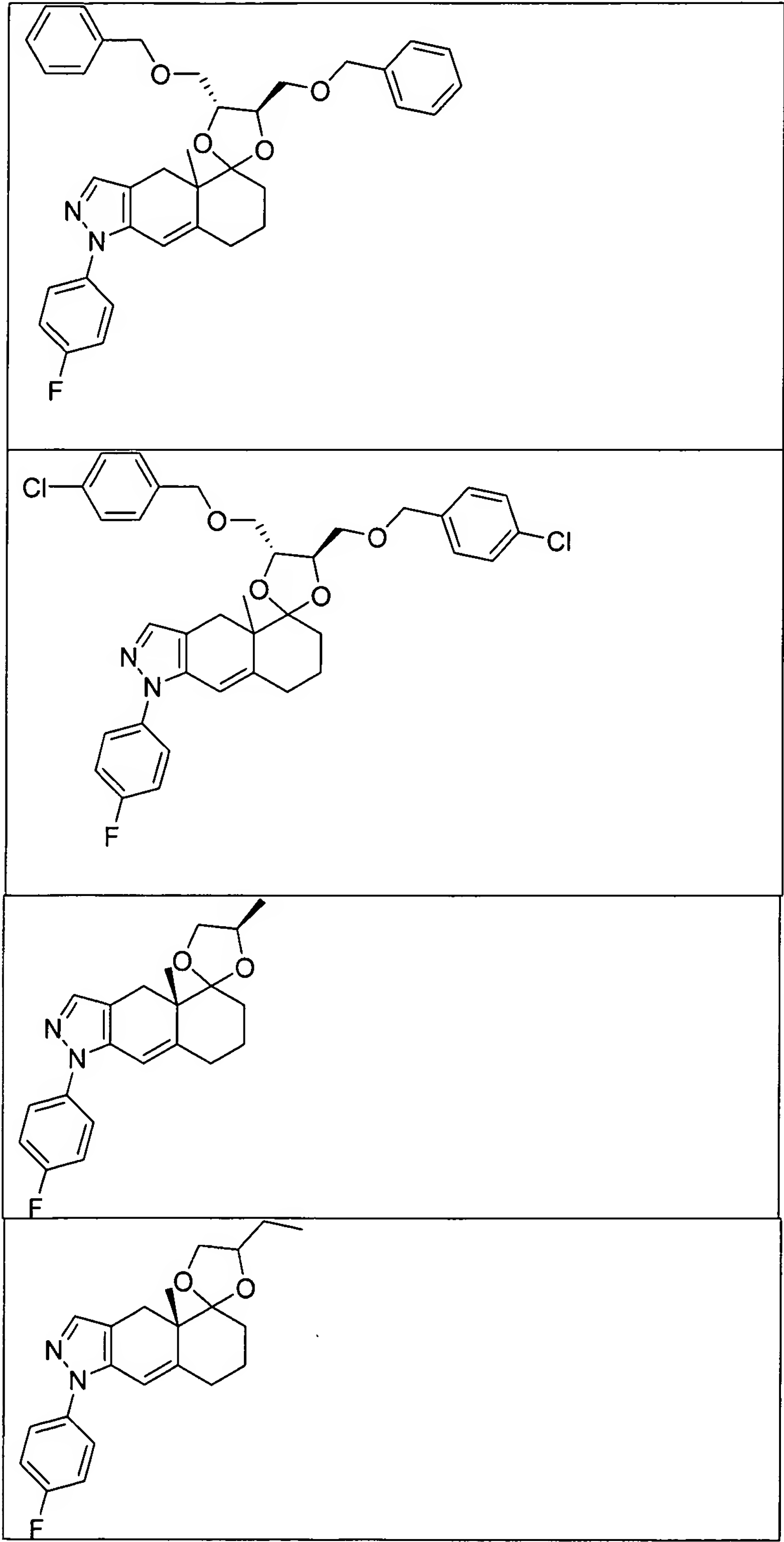


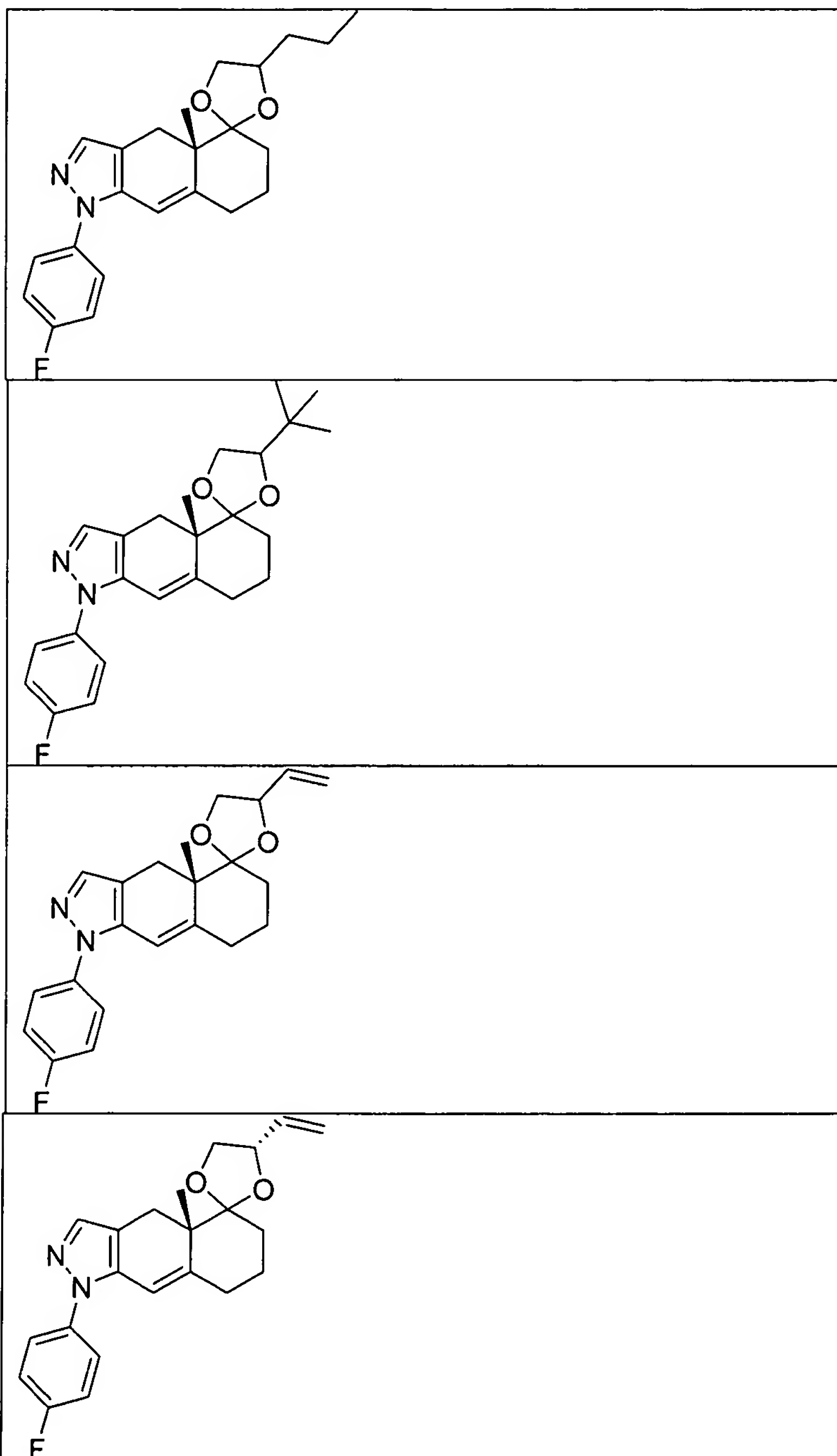


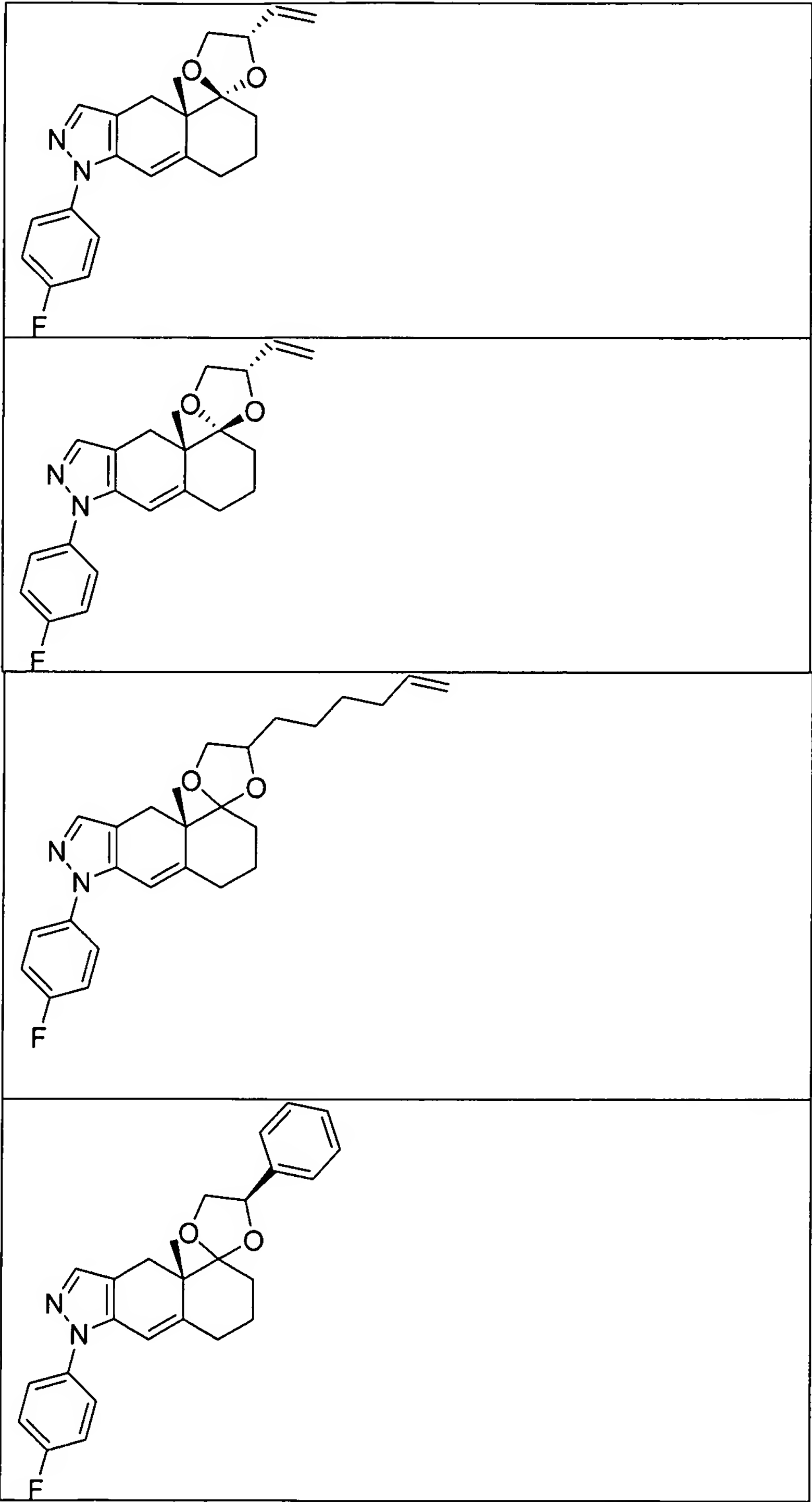


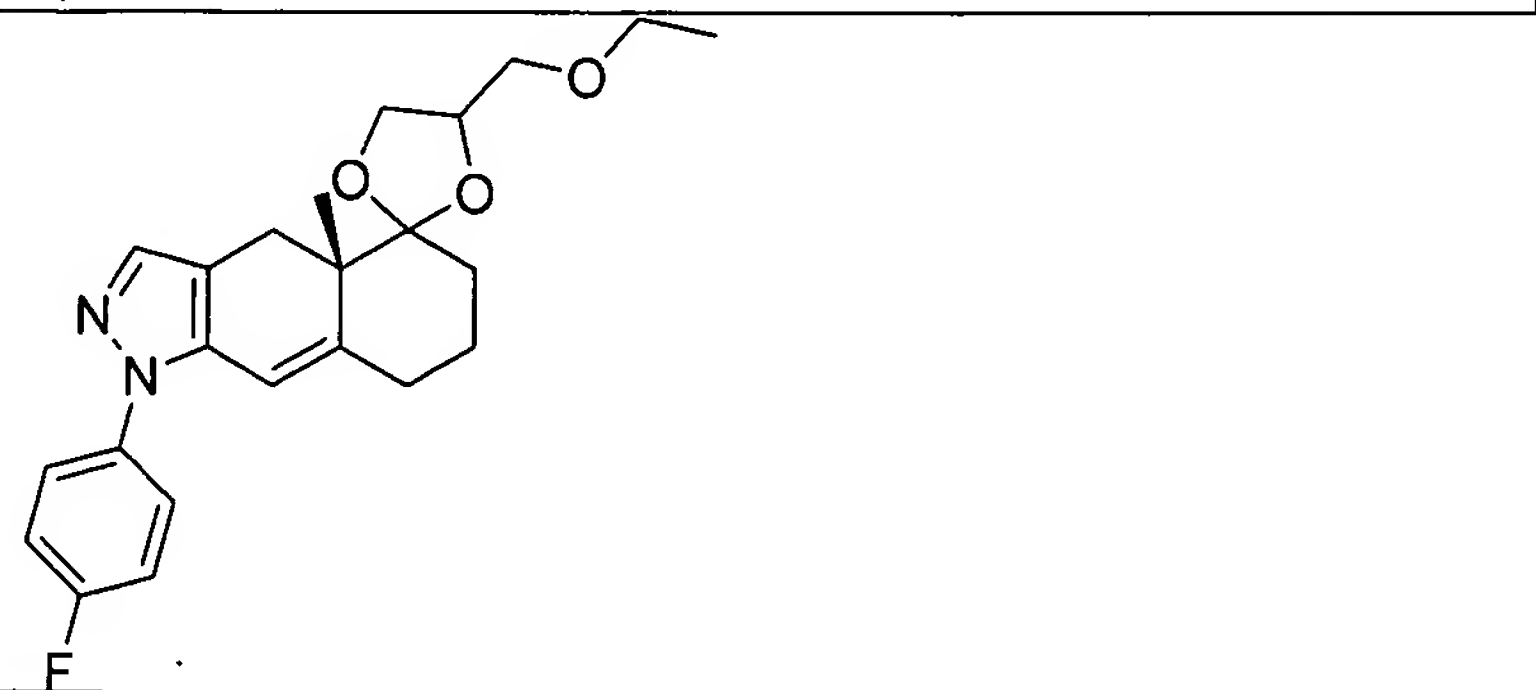
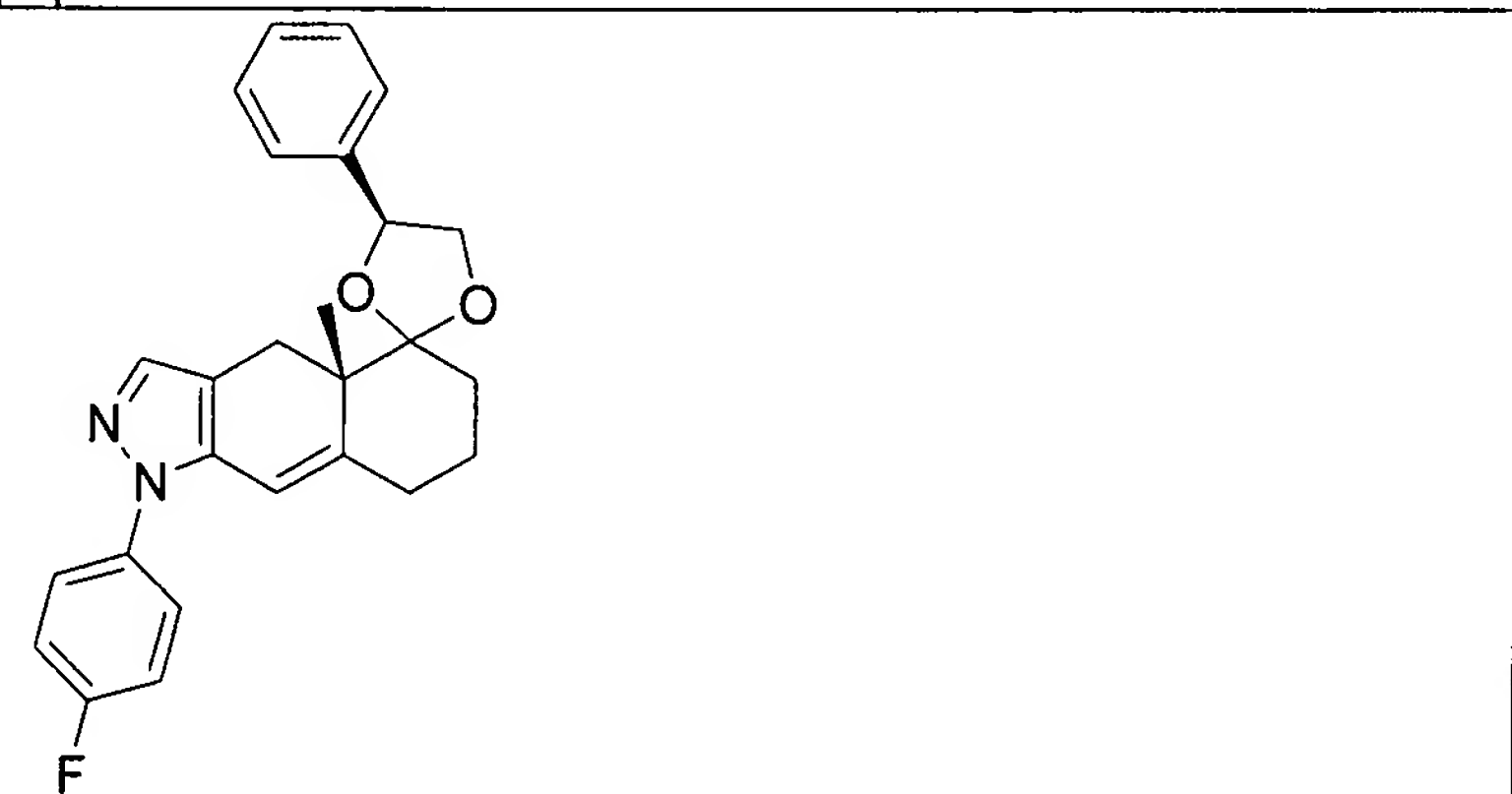
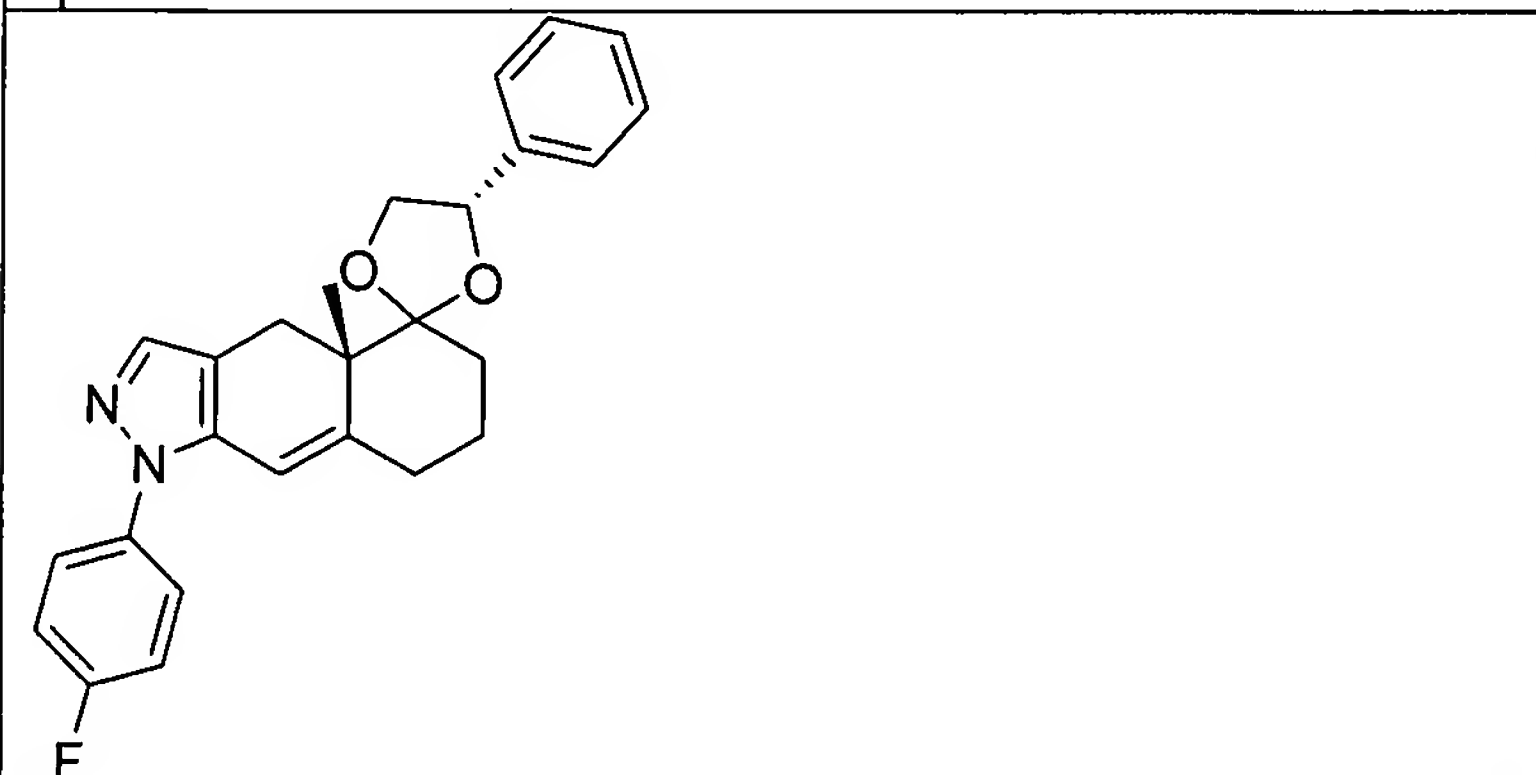
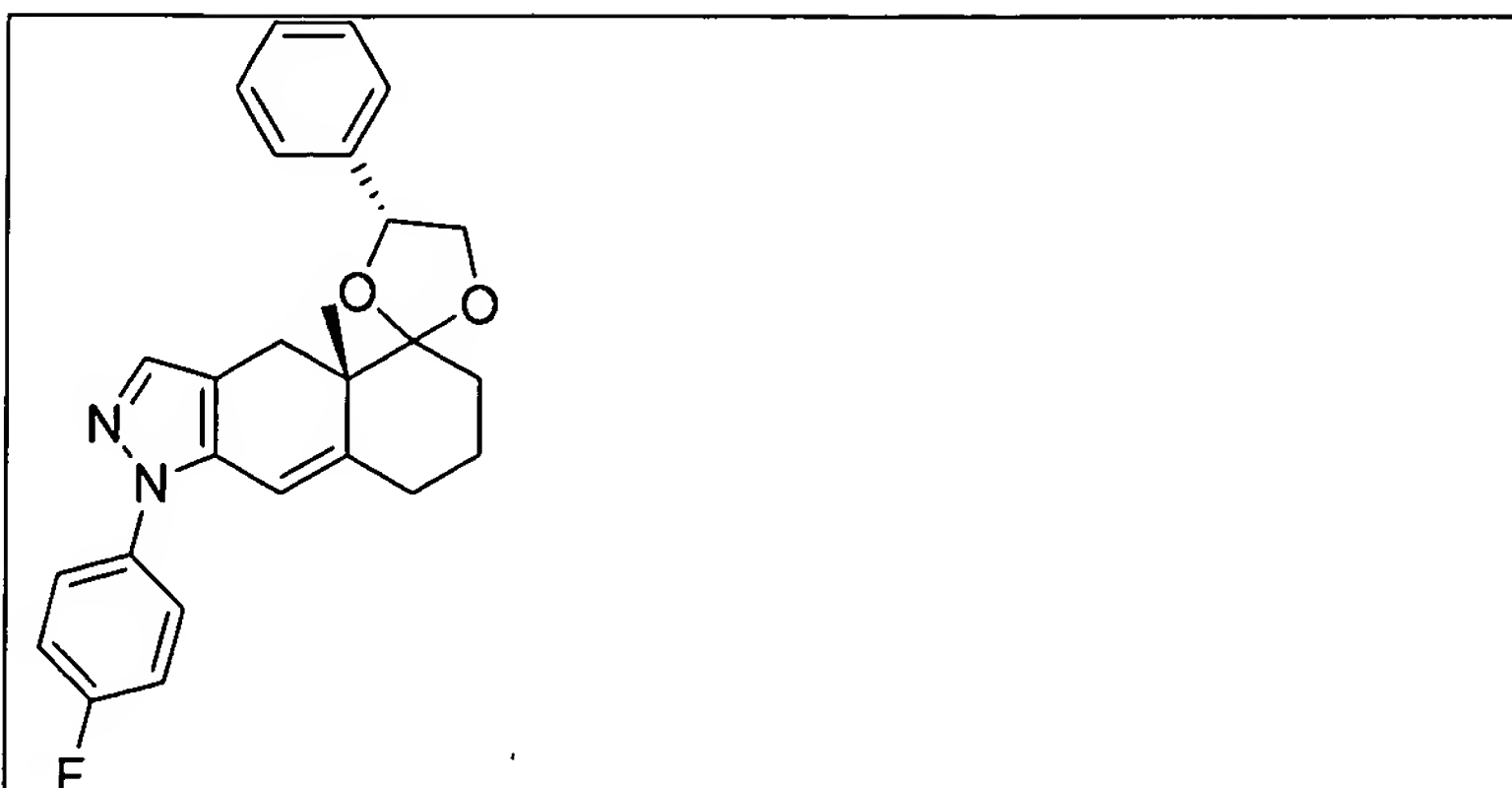


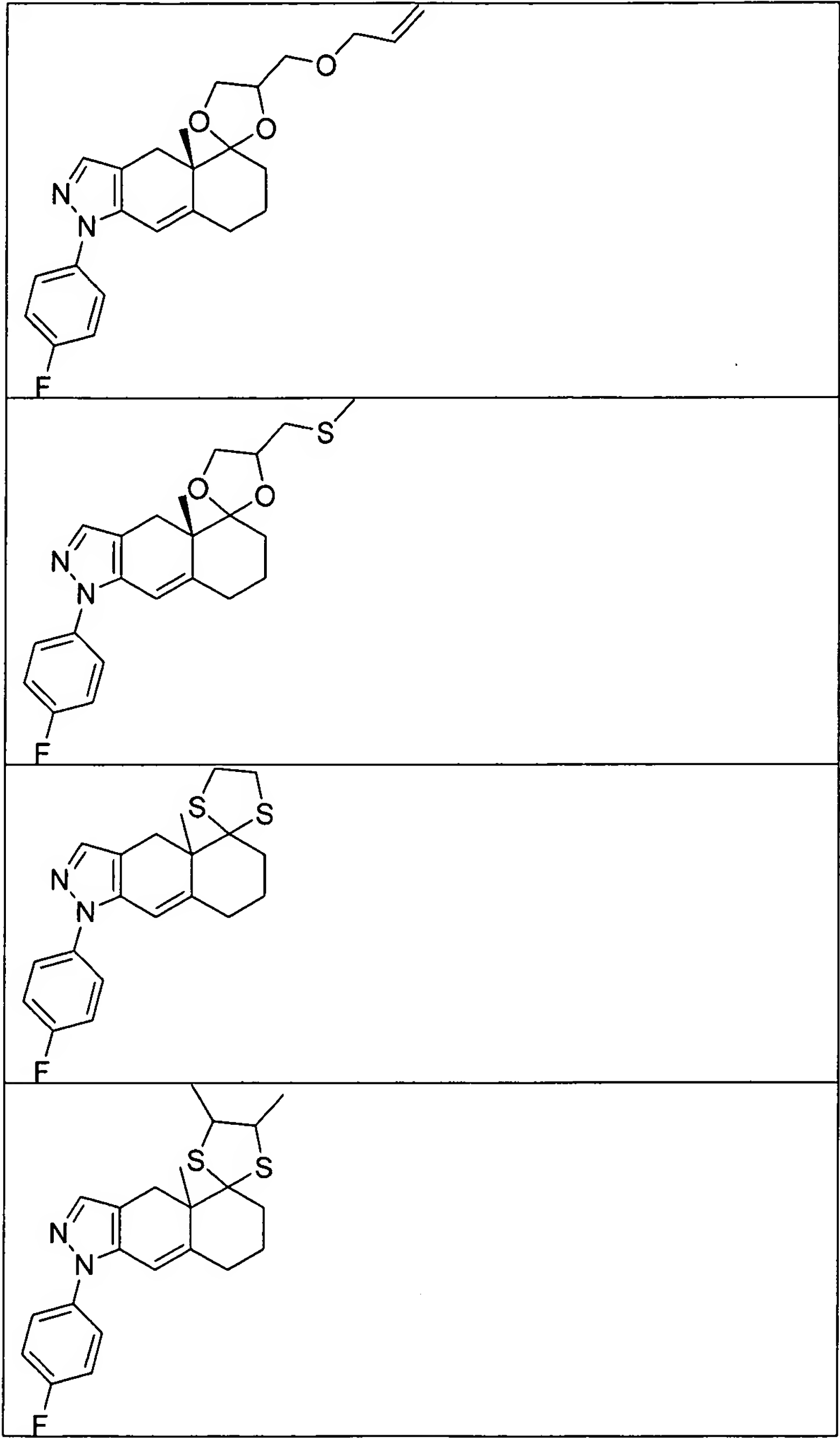


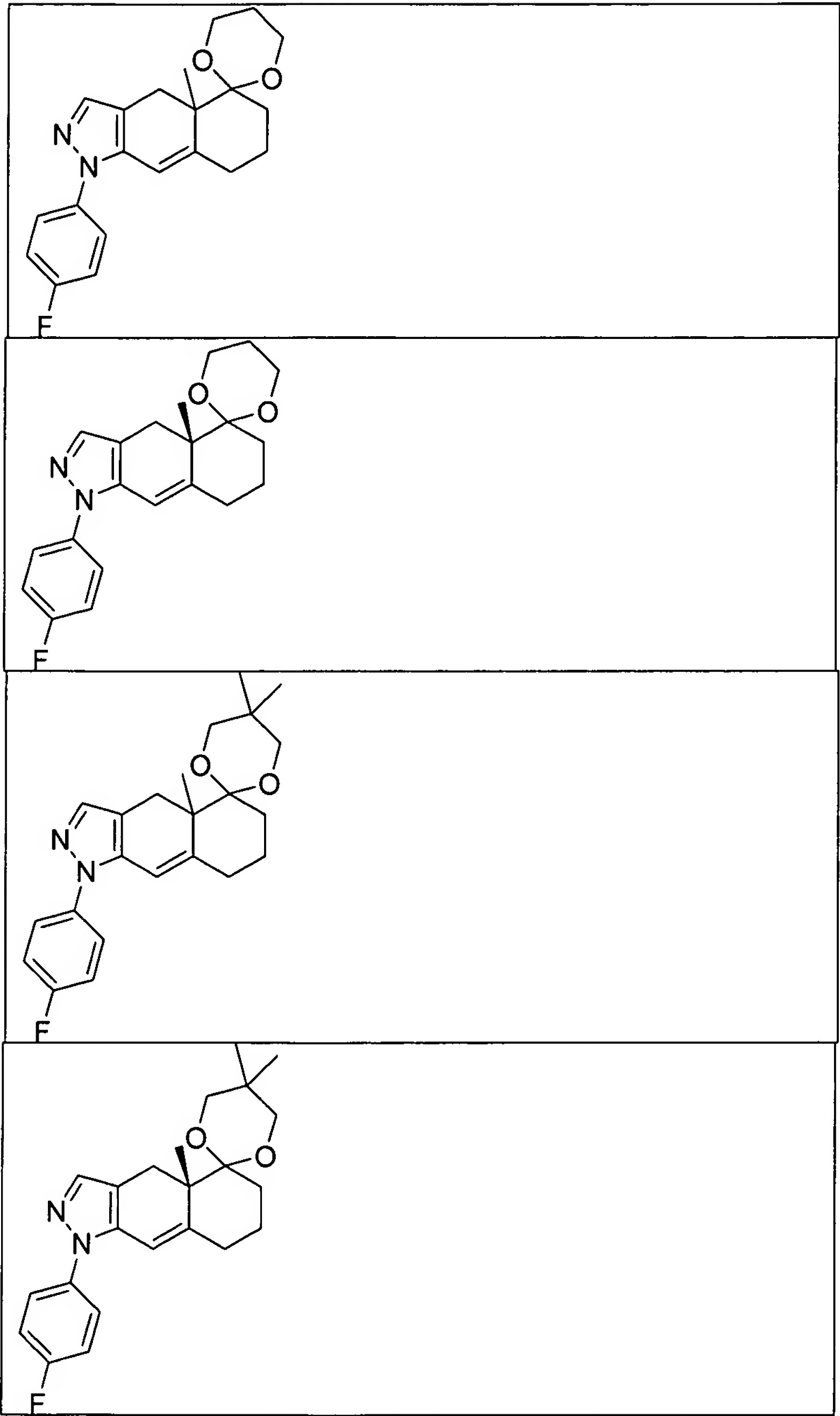




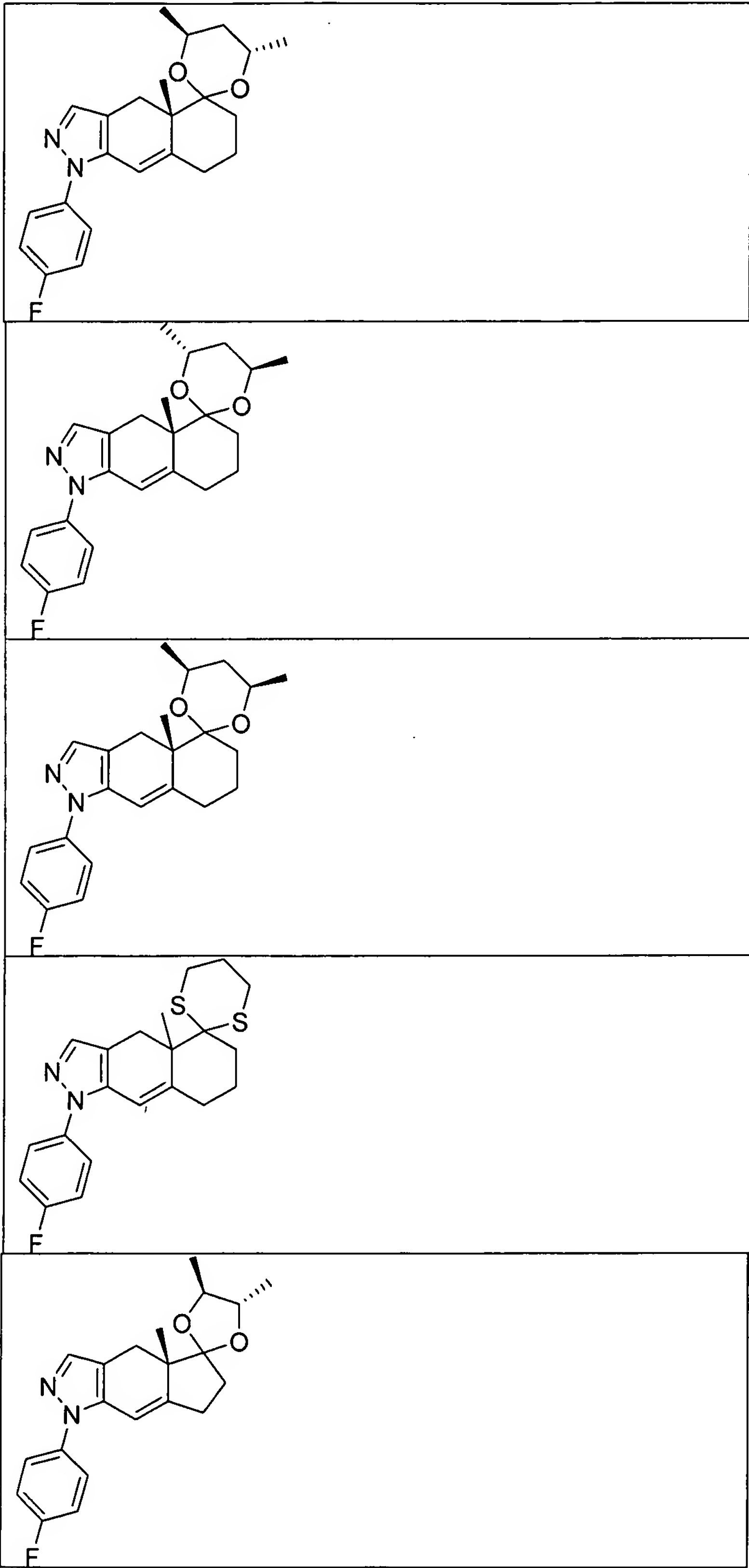


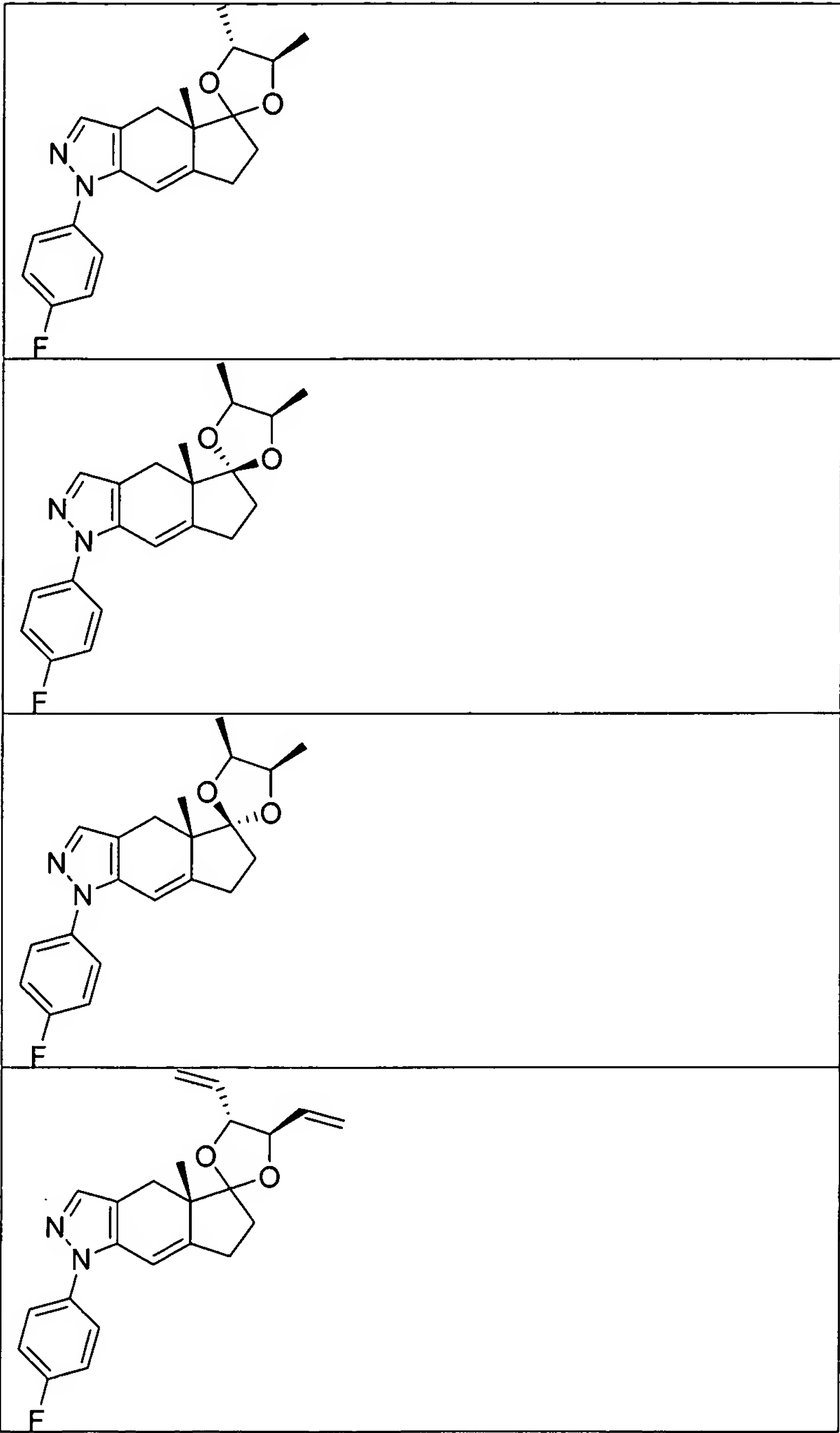


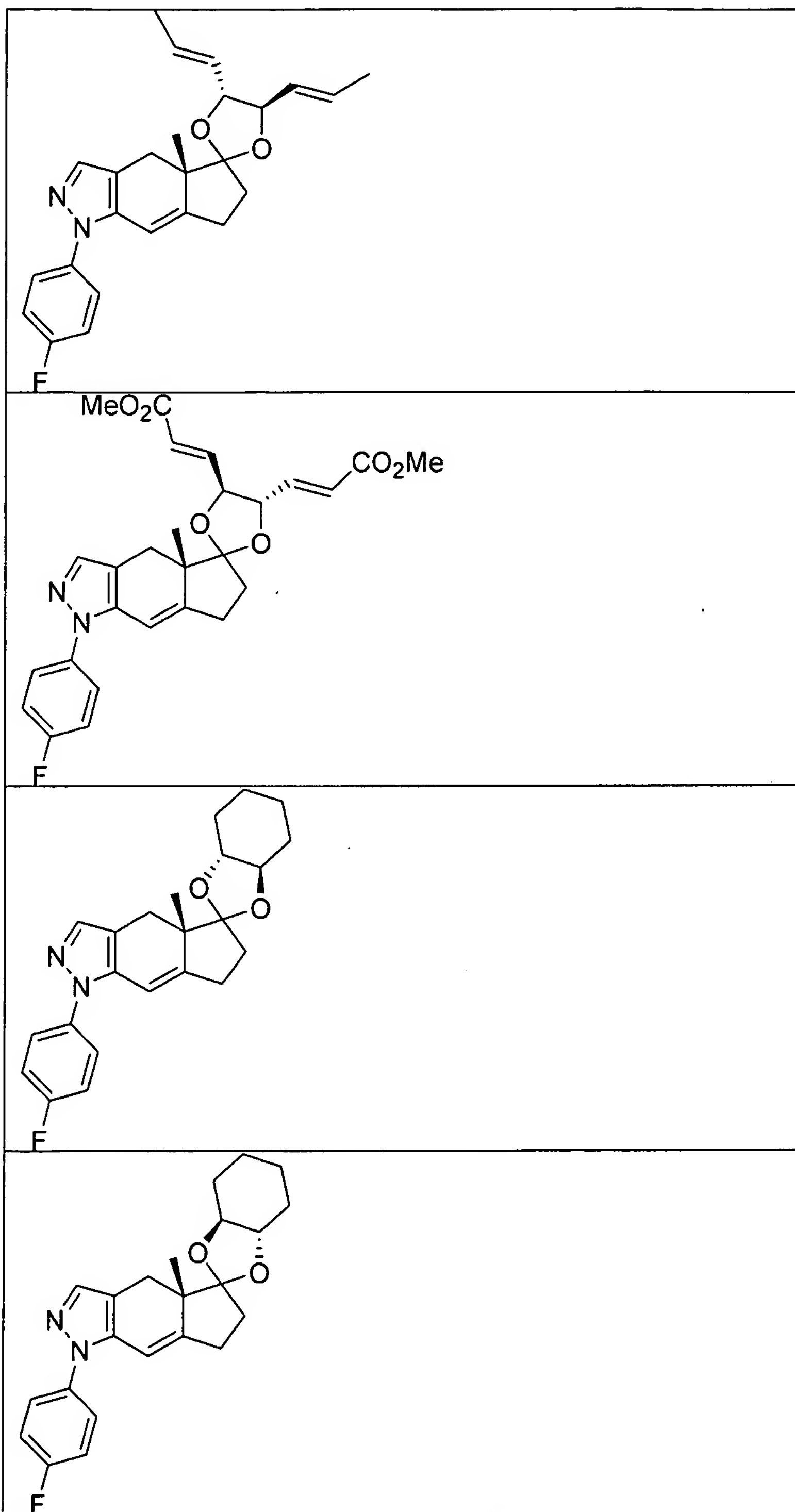


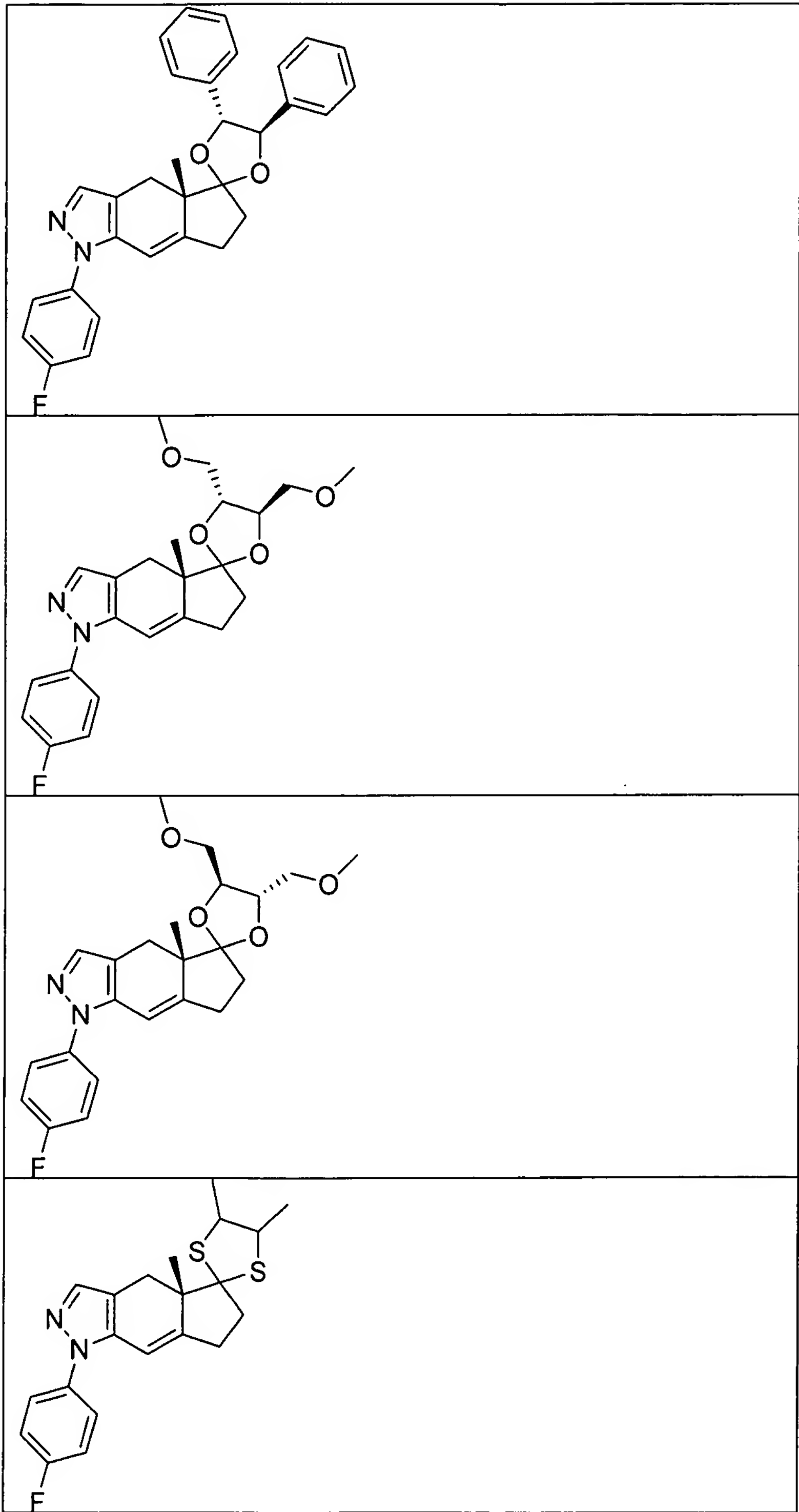


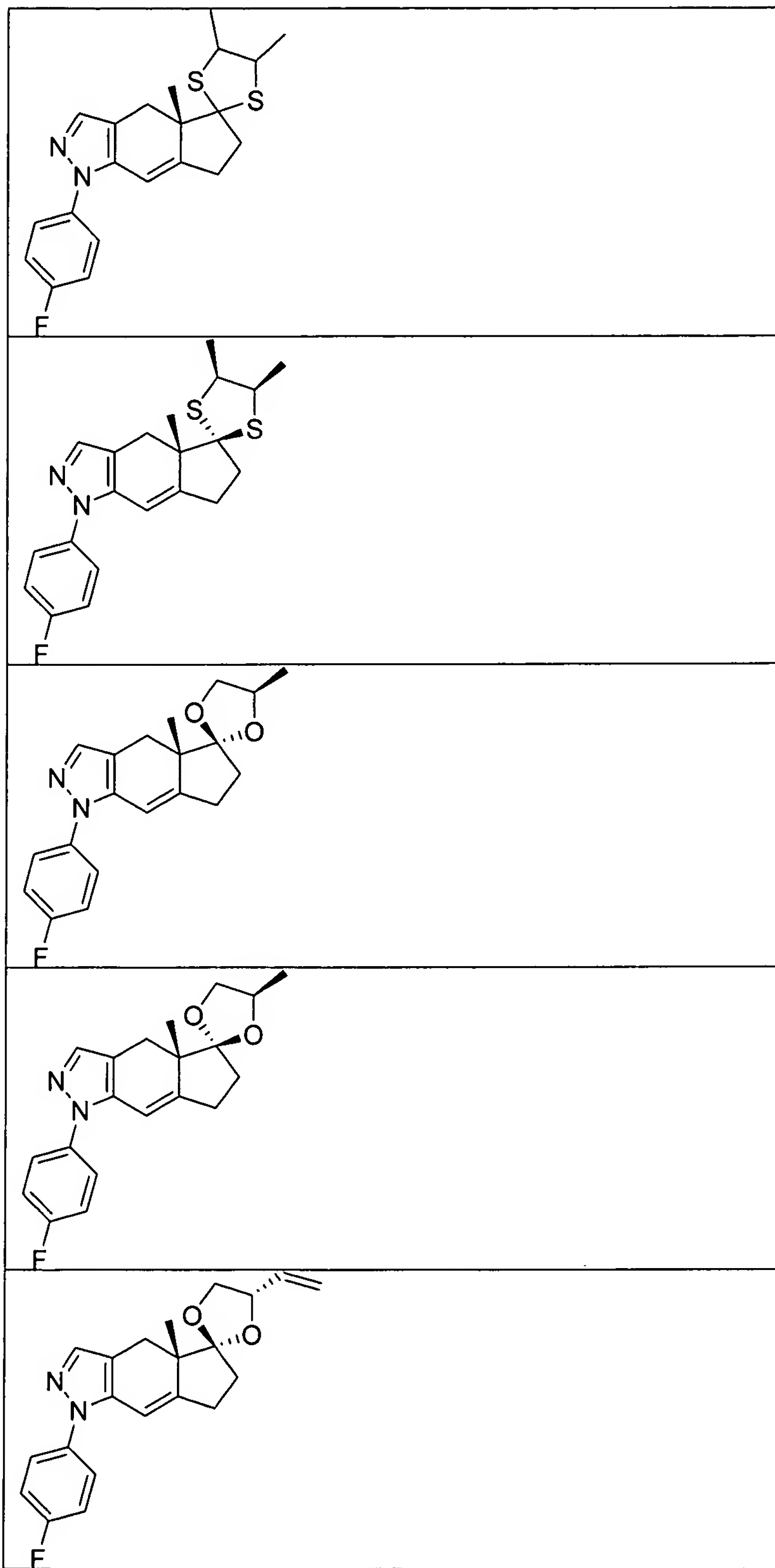


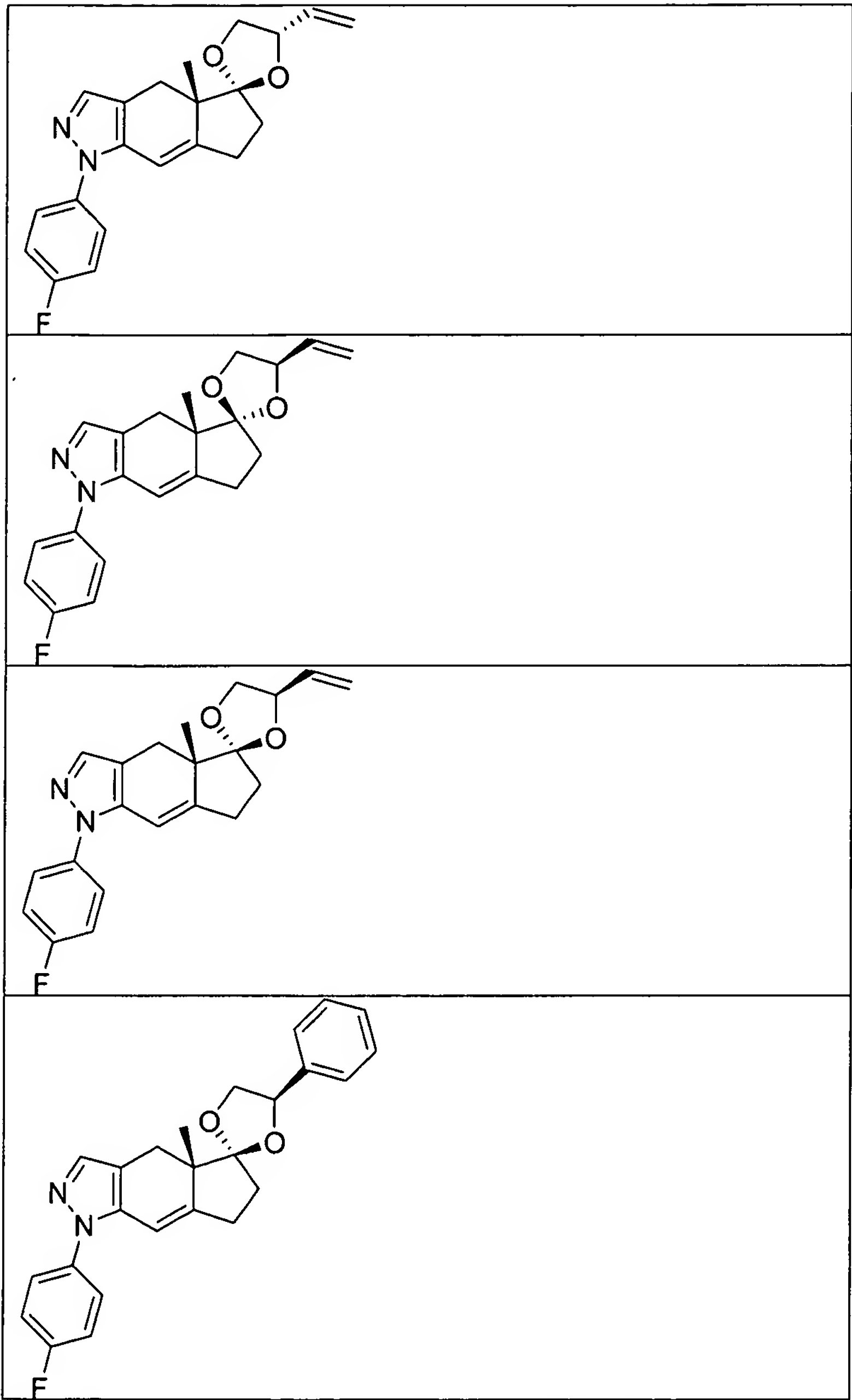


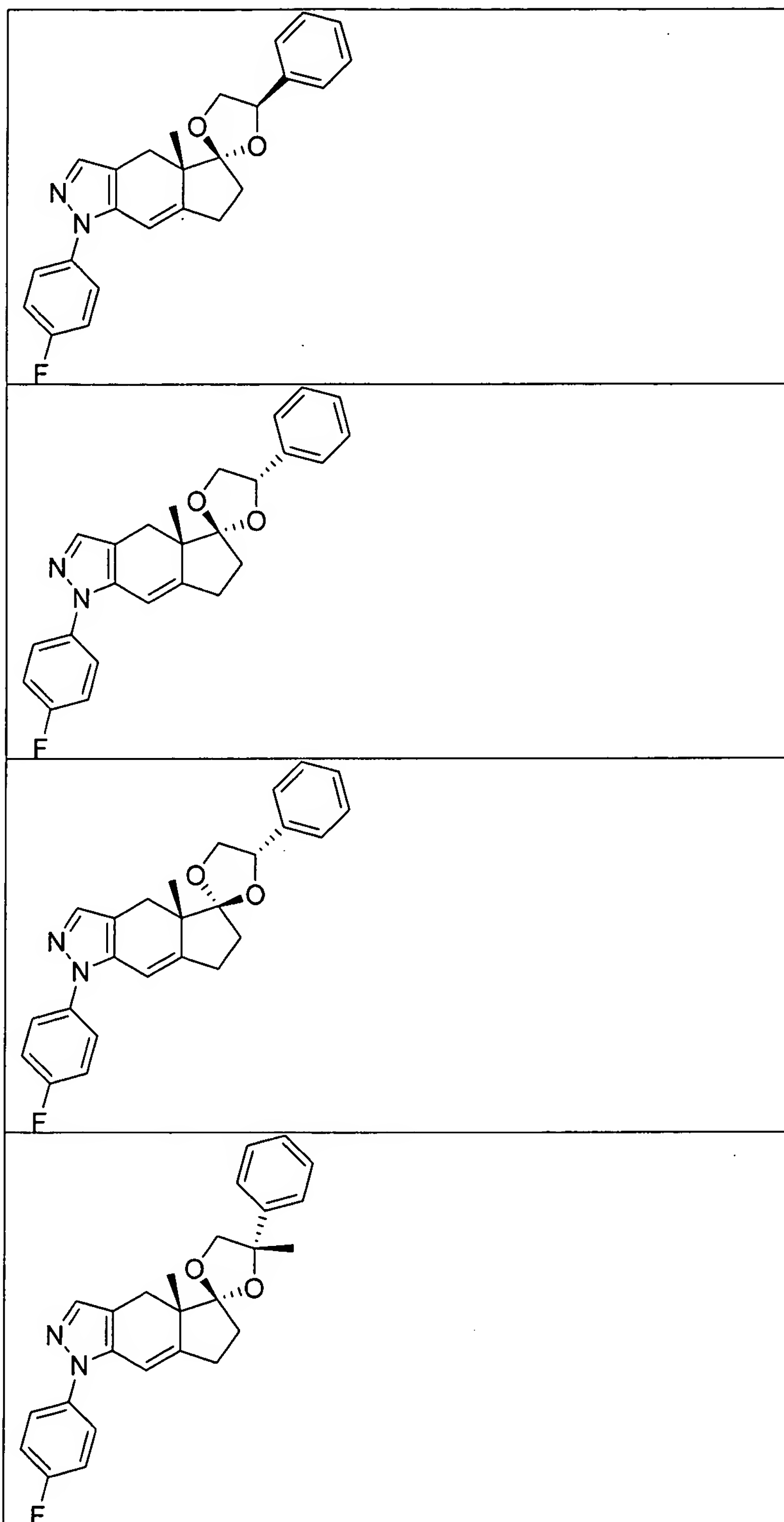


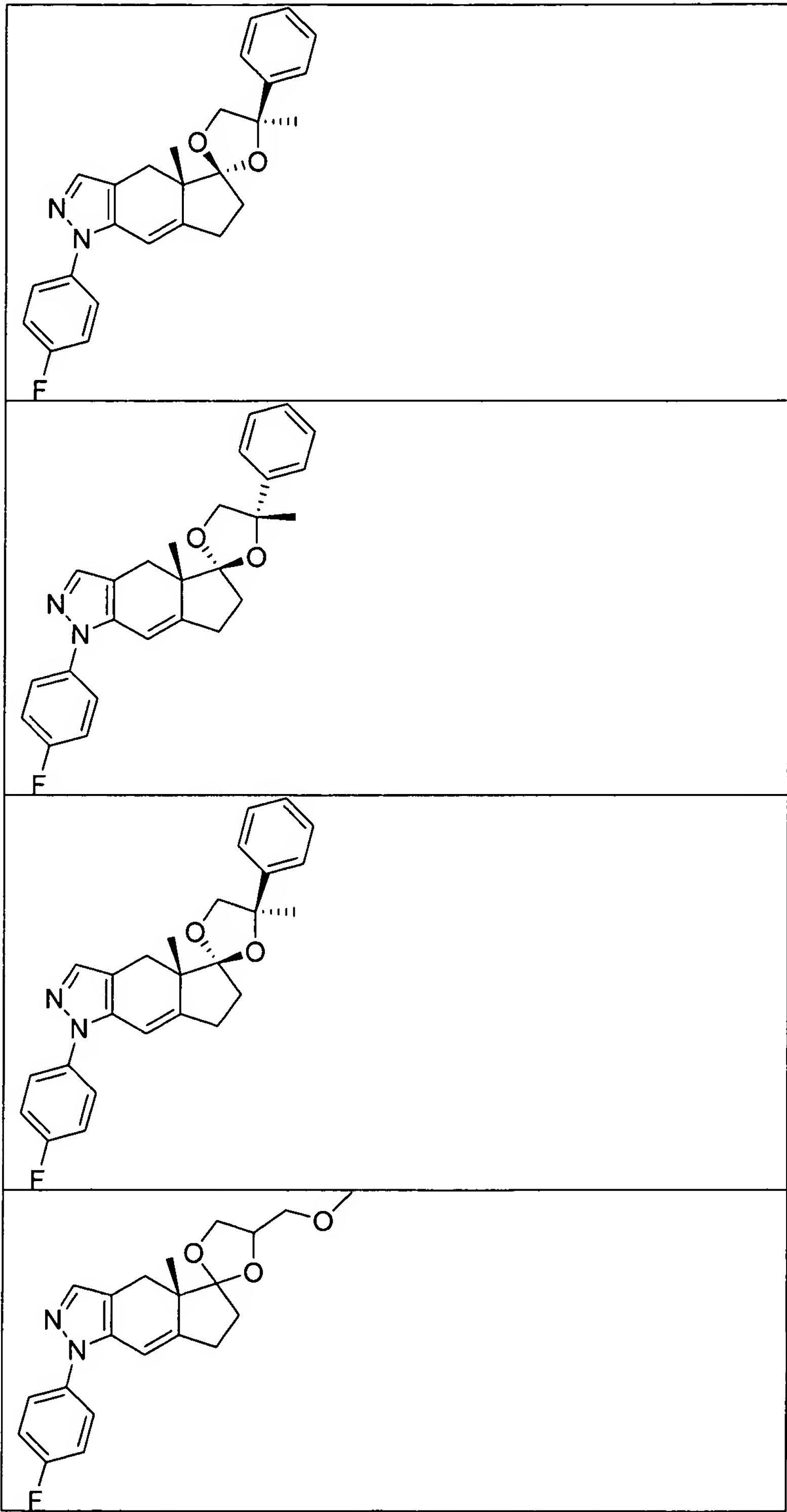




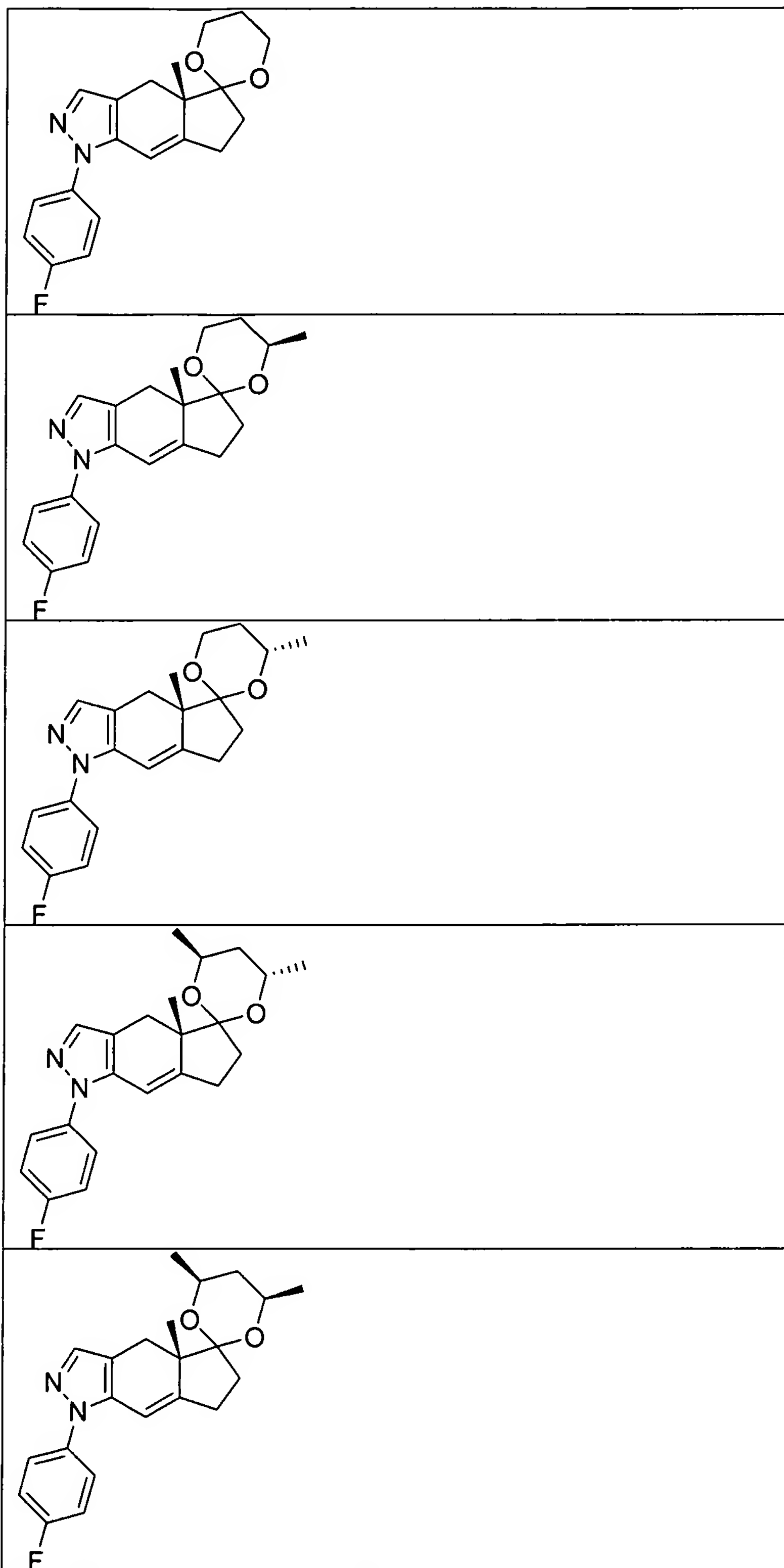


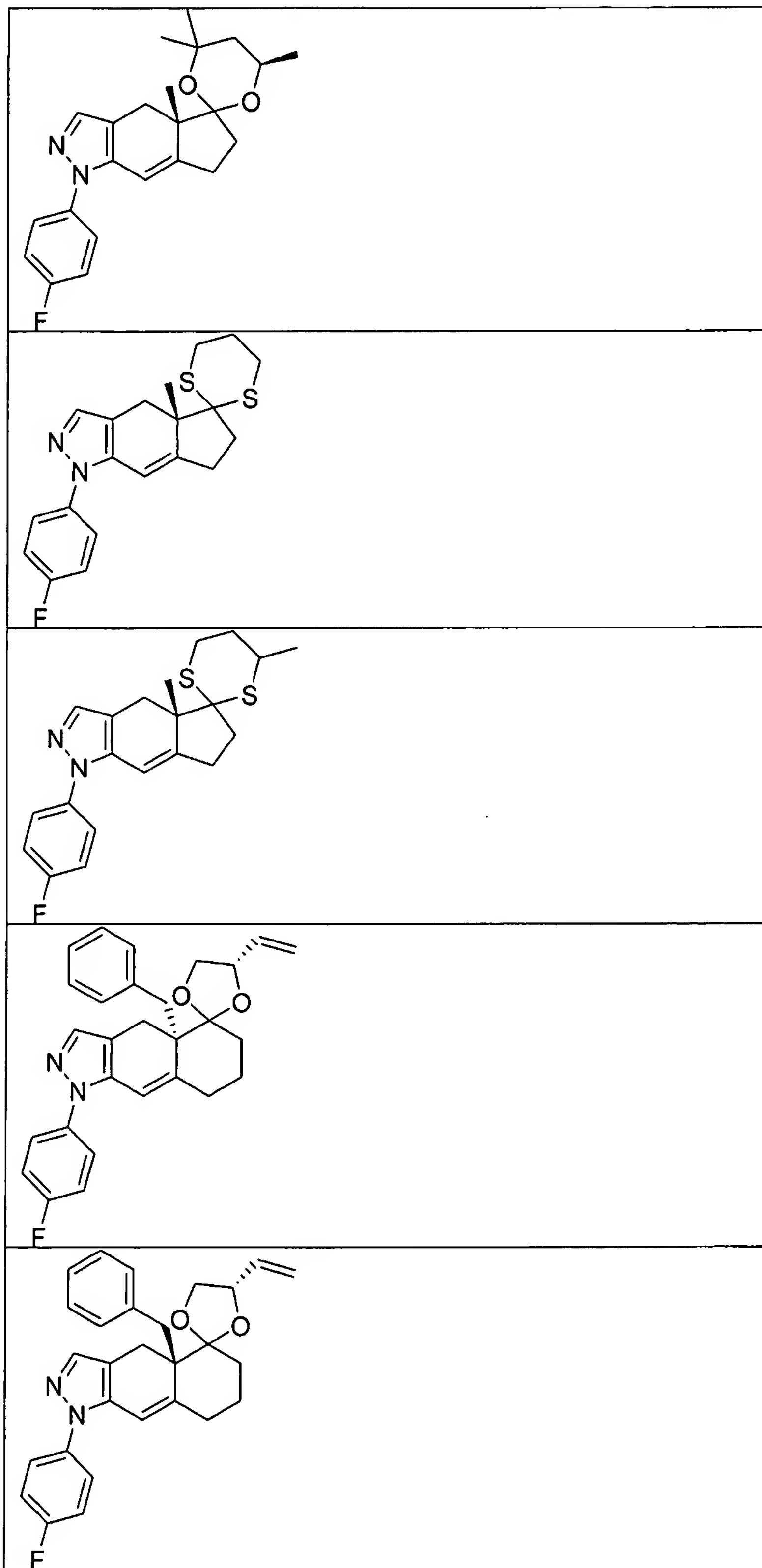


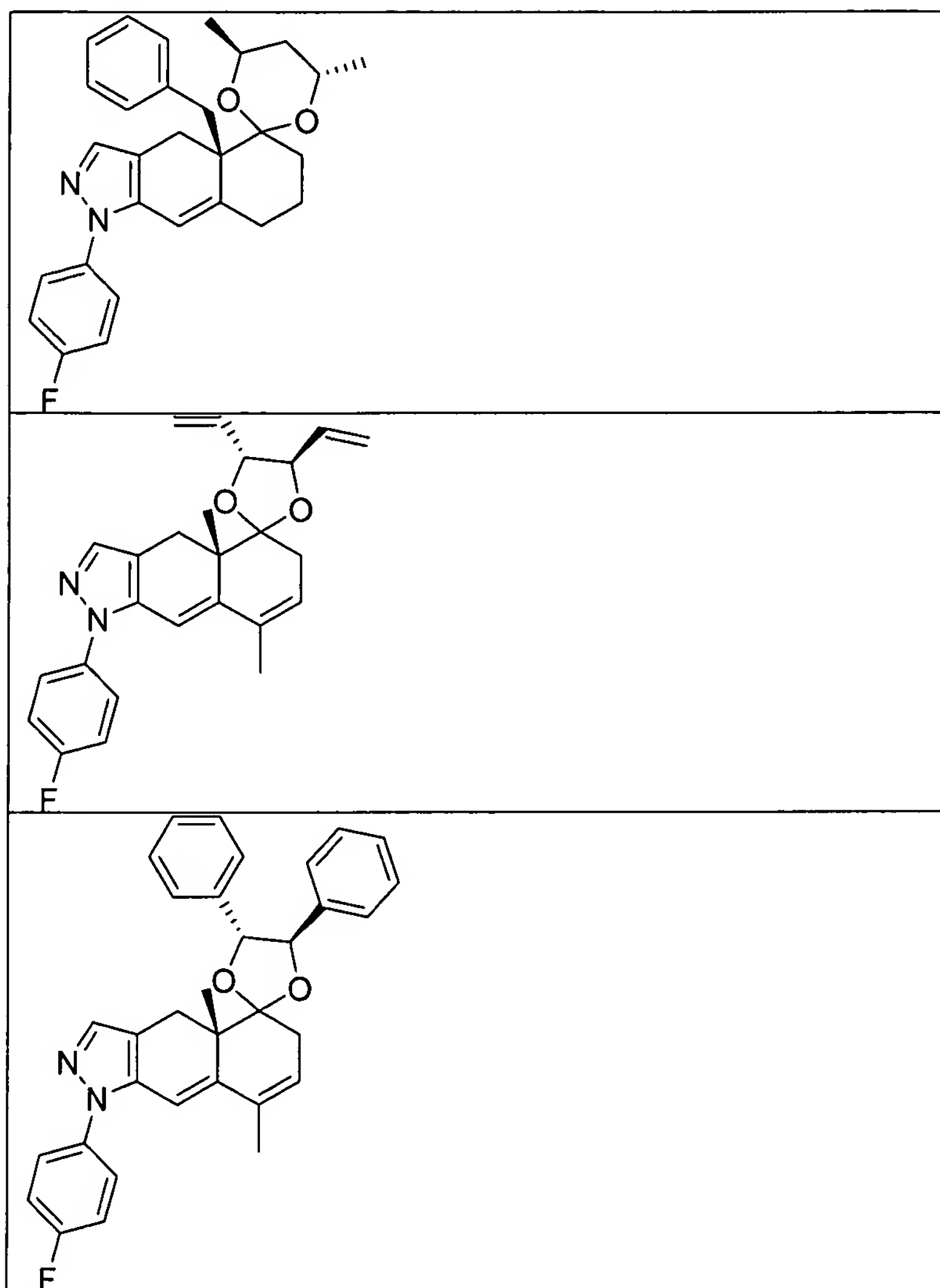












or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (Canceled)

22. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 11 in combination with a pharmaceutically acceptable carrier.

23 to 29. (Canceled)